

**ARTICLES OF ASSOCIATION  
OF THE LIMITED LIABILITY COMPANY  
HAJ COMPANY  
SHPK**

**Article 1  
Shareholder/Company's Founder**

**1.1 Haj Company SHPK** is founded by Mr. **AHMAD HAJAHMAD**, palestinian citizen, born on **11.01.1968**, holder of the passport no. **4968600**, resident in Saudi Arabia, holder of 100% of the share capital as **Sole Shareholder**.

**Article 2  
Company's Name**

**2.1 The Company's name is Haj Company SHPK** (hereinafter referred to as the "Company").

**Article 3  
Registered Office**

**3.1** The registered office of the Company is at the address "Rruga Muzaket, Ndertesa nr. 16, Hyrja 9, Ap.28, Njesia Bashkiake nr.9, Kodi postar 1016, Tirane".

**3.2** The General Assembly may transfer the registered office to another address at any time, consistent with the Company's needs and interests.

**3.3** The Company may establish branches or representative offices within the Republic of Albania and/ or abroad, in accordance with the applicable legislation and registry procedures upon prior approval of the General Assembly.

**Article 4  
Legal Form**

The Company is established and registered in accordance with the legislation in force in the Republic of Albania and is formed as Limited Liability Company ("SHPK").

**STATUTI I  
SHOQERISE ME PERGJEGJESI TE  
KUFIZUAR  
HAJ COMPANY  
SHPK**

**Neni 1  
Ortaku/Themeluesi i Shoqerise**

**1.1 Haj Company SHPK.** themelohet nga Z. **AHMAD HAJAHMAD**, me shtetesi palestinez, lindur ne **11.01.1968**, mbajtes i pasaportes nr. **4968600**, rezident ne Arabi Saudite, mbajtes i 100% te kapitalit themeltar ne cilesine e **Ortakut te Vetem**.

**Neni 2  
Emri i Shoqerise**

**2.1 Emri i shoqerise eshte Haj Company SHPK** (ne vijim referuar si "Shoqeria").

**Neni 3  
Selia**

**3.1 Selia e Shoqerise eshte ne adresen:** "Rruga Muzaket, Ndertesa nr. 16, Hyrja 9, Ap.28, Njesia Bashkiake nr.9, Kodi postar 1016, Tirane".

**3.2 Asambleja e Pergjithshme mund te transferoje seline ne nje adrese tjeter ne çdo kohe, ne perputhje me nevojat dhe interesat e Shoqerise.**

**3.3 Shoqeria mund te hape dege ose seli perfaqesimi ne Republiken e Shqiperise dhe/ose jashte vendit, ne perputhje me legjislacionin ne fuqi dhe procedurat e regjistrimit pas miratimit paraprak te Asamblese se Pergjithshme.**

**Neni 4  
Forma Ligjore**

**4.1 Shoqeria eshte themeluar dhe regjistruar ne perputhje me legjislacionin ne fuqi ne Republiken e Shqiperise dhe eshte formuar si Shoqeri me Pergjegjesi te Kufizuar ("SHPK").**

*Aplicant's  
Signature*

**Article 5  
Duration Period of the Company**

The Company is established for an unlimited period.

**Article 6  
Activity of the Company**

6.1 The Company is established to perform the following activities:

- Travel & Tours Agency

6.2 The Company may transact any other lawful business related directly or indirectly to its prime activity without precisely stating them, as well as expand or change the abovementioned activity.

**SHARE CAPITAL  
AND CONTRIBUTIONS**

**Article 7  
Company's Share Capital**

7.1 The Company's share capital is 100 Leke and is comprised by 1 (one) share.

7.2 The Company's share capital is owned 100% by the Sole Shareholder.

**RIGHTS AND OBLIGATIONS OF THE  
SHAREHOLDER**

**Article 8  
Limited liability**

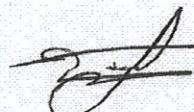
The Company is liable for its obligations and debts, including all its assets.

**Article 9**

**Governing bodies of the Company**

The Governing bodies of the Company are:

- The General Assembly;
- The Administrator(s).



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**Neni 5  
Kohezgjatja e Shoqerise**

5.1 Shoqeria eshte themeluar per nje periudhe te pakufizuar.

**Neni 6  
Aktiviteti i Shoqerise**

6.1 Shoqeria eshte themeluar per kryerjen e veprimtarive ne vijim:

- Agjensi turistike

6.2 Shoqeria mund te kryeje cdo biznes tjeter te ligjhem te lidhur direkt ose indirekt me aktivitetin kryesor, pa qene i percaktuar me pare, si dhe mund te shtoje apo zgjeroje aktivitetin e siperpermendur.

**KAPITALI THEMELTAR DHE  
KONTRIBUTET**

**Neni 7  
Kapitali Themeltar i Shoqerise**

7.1 Kapitali themeltar i Shoqerise do te jete 100 Leke dhe perbehet nga 1 (nje) kuote e vetme.

7.2 Kuota e Shoqerise zoterohet 100% nga Ortaku i Vetem.

**TE DREJTAT DHE DETYRIMET E  
ORTAKUT**

**Neni 8  
Pergjegjesi te Kufizuara**

Shoqeria eshte pergjegjese per detyrimet dhe borxhet e saj, duke perfshire te gjitha asetet e saj.

**Neni 9  
Organet vendimmarrese te Shoqerise**

Organet vendimmarrese te Shoqerise jane:

- Asambleja e Pergjithshme;
- Administratori(et).



## COMPANY'S GENERAL ASSEMBLY

### Article 10

#### Company's General Assembly

10.1 The highest decision-making body is the Company's General Assembly. The Company's General Assembly is entitled to resolve upon the following:

- a. amendment and modification of the Articles of Association of the Company;
- b. the acceptance of new shareholders;
- c. merger, division, dissolution and any other Company transformation;
- d. approval of Company annual financial statements and the use of the resulting profit;
- e. the appointment and dismissal of Administrator(s) of the Company and their deputies, and determining their remuneration for these roles;
- f. decision on the distribution of the Company's profit;
- g. approval of the Company's internal administrative regulations;
- h. approval of the annual budget;
- i. approval of other issues for which the adoption right is reserved to the Assembly by law and by these Articles of Associations;

10.2 In any case, the General Assembly may decide on all other issues as provided by this Articles of Association or by law.

### Article 11

#### Convening the General Assembly

11.1 The General Assembly shall be called at least once per business year (ordinary meeting).

11.2 The General Assembly shall be called by written notice upon request of the Administrator(s), with such a notice to be sent

## ASAMBLEJA E PERGJITHSHME E SHOQERISE

### Neni 10

#### Asambleja e Pergjithshme e Shoqerise

10.1 Organi me i larte i vendimmarrjes është Asambleja e Pergjithshme e Shoqerise. Asambleja e Pergjithshme e shoqerise ka të drejtë për të vendosur sa me poshtë:

- a. amendimi dhe ndryshimi i Statutit te Shoqerise;
- b. pranimi i ortakeve te rind;
- c. bashkimi, ndarja, shperberja dhe çdo transformim tjeter te Shoqerise;
- d. miratimi i pasqyrave vjetore financiare te Shoqerise dhe perdorimin e fitimit qe rezulton;
- e. emerimi dhe shkarkimi i Administratorit (ve) te Shoqerise dhe zevendesit e tyre, si dhe peraktimin e shperblimit te tyre per keto role;
- f. vendimi per shperndarjen e fitimit te Shoqerise;
- g. miratimi i rregulloreve te brendshme administrative te Shoqerise;
- h. miratimi i buxhetit vjetor;
- i. miratimin e çeshtjeve te tjera per te cilat kjo e drejtë është e rezervuar per Asamblene nga ligji dhe ky Statut;

10.2 Ne çdo rast, Asambleja e Pergjithshme mund të vendose të gjitha çeshtjet e tjera te parashikuara me kete Statut ose me ligj.

### Neni 11

#### Thirrja e Asamblese se Pergjithshme

11.1 Asambleja e Pergjithshme do të mblidhet te pakten një here brenda vitit te biznesit (mbledhja e zakonshme).

11.2 Asambleja e Pergjithshme do të mblidhet me njoftim me shkrim me kerkese te Administratorit,

to the members of the General Assembly by means of registered mail or by electronic mail at least 7 days before the date of the meeting. The written notice shall be registered with the Company's minutes book.

11.3 The notice to convene the General Assembly shall contain the place, date and hour of the meeting and the agenda.

11.4 If all the members are present at the Assembly meeting, the decisions are duly taken even if the above-mentioned formal conditions are not met.

11.5 The General Assembly's meeting may be also held by conference call as well as at a location other than Company registered office or outside the Republic of Albania.

#### **Article 12**

##### **Decisions taken by the General Assembly**

12.1 Decisions of the General Assembly shall be approved through open ballot. In special circumstances and for particular issues a decision may be approved through secret ballot in accordance with legal provisions.

12.2 The General Assembly may also take valid decisions by written correspondence, teleconference, video conference or by other similar methods.

12.3 The necessary quorum for taking valid decisions in the General Assembly is the attendance of shareholders which hold at least 30% of the total vote number, if the Company has more than one shareholder.

12.4 If the General Assembly is duly called, but the required quorum is not reached, the Assembly shall be called again. The second meeting shall be reconvened with the same proposed agenda not later than 30 days.

12.5 The General Assembly may also take valid decisions by written correspondence, teleconference, video conference or by other similar methods, if at least 75% of the members of the Assembly have given their prior approval. Such approval is not required if the Company has a sole shareholder who can take decisions by any of the above means.

me nje njoftim te tille te derguar anetareve te Asamblese se Pergjithshme me ane te postes rekomande ose me poste elektronike te pakten 7 dite para dates se mbledhjes. Njoftimi me shkrim duhet te registrohet ne procesverbalin e Shoqerise.

11.3 Njoftimi per thirrjen e Asamblene se Pergjithshme duhet te permbate vendin, daten dhe oren e mbledhjes dhe rendin e dites.

11.4 Ne qofte se te gjithe anetaret jane te pranishem ne mbledhjen e Asamblese, vendimet merren ne menyre te rregullt, edhe nese kushtet e mesiperme formale nuk jane perm bushur.

11.5 Mbledhja e Asamblese se Pergjithshme mund te mbahet edhe me telekomunikim, si dhe ne nje vend tjeter perveç selise se shoqerise apo jashte Republikes se Shqiperise.

#### **Neni 12**

##### **Vendimet e marra nga Asambleja e Pergjithshme**

12.1 Vendimet e Asamblese se Pergjithshme do te miratohen me votim te hapur. Ne rrethanate veçanta dhe per çeshtje te veçanta nje vendim mund te miratohet me votim tefshehte, ne perputhje me dispozitat ligjore.

12.2 Asambleja e Pergjithshme mund te marre vendime te vlefshme me korrespondence te shkruar, telekonference, video konference, ose me metoda te tjera te ngjashme.

12.3 Kuorumi i nevojsphem per te marre vendime te vlefshme ne Asamblene e Pergjithshme eshte pjesemarrja e ortakeve qe perfaqesojne se paku 30% te numrit te pergjithshem te votave, ne qofte se shoqeria ka me shume se nje ortak.

12.4 Ne qofte se Asambleja e Pergjithshme eshte mbledhur ne menyre te rregullt, por kuorumi i kerkuar nuk arrihet, Asambleja do te mblidhet perseri. Thirret mbledhja e dyte perseri me te njejtin rend dite, jo me vone se 30 dite.

12.5 Asambleja e Pergjithshme mund te marre vendime te vlefshme me correspondence te shkruar, telekonference, video konference, ose me metoda te tjera te ngjashme, ne qoftese te pakten 75% e anetareve te Asamblese kane dhene

12.6 The voting of  $\frac{3}{4}$  of all members of the Assembly is required for passing decisions on the following issues:

- a. amendment of the Company's Articles of Association;
- b. increase or decrease of the share capital.
- c. distribution of profit
- d. reorganisation or dissolution of the company.

### **Article 13 Minutes of Assembly**

13.1 For each General Assembly meeting, minutes on convening the Assembly and decisions made should be maintained. A copy of the minutes shall be prepared for the Company and for each member of the General Assembly.

13.2 The minutes must be signed by the Chairman of the General Assembly and the person responsible for keeping the minutes.

13.3 Copies of the decisions taken in the Assembly shall be delivered to the members of Assembly by means of registered mail.

13.4 The Chairman is responsible for keeping and delivering the minutes.

13.5 The Sole Shareholder of the Company is responsible for taking the minutes and delivering a copy of it to the Administrator(s) of the Company, for their records.

### **MANAGEMENT OF THE COMPANY**

#### **Article 14 Management of the Company**

14.1 The Company shall be managed by one or more Administrator.

14.2 The Administrators are appointed for a 5

miratimin e tyre paraprak. Nje aprovim i tille nuk eshte i nevojshem nese kompania ka nje ortak i vetem i cili mund te marre vendime me secilin prej mjeteve te mesiperme.

12.6 Votimi i  $\frac{3}{4}$  te te gjithe anetareve te Asamblese eshte i nevojshem per te miratuar vendime ne ceshqjet e meposhtme:

- a. Ndryshimi i Statutit te Shoqerise;
- b. Rritja ose zvogelimi i kapitalit themeltar.
- c. Shperndarja e fitimit
- d. Riorganizimi ose shperberja e Shoqerise.

### **Neni 13 Procesverbali i Asamblese**

13.1 Per çdo mbledhje te Asamblese se Pergjithshme, procesverbali per thirrjen e Asamblese dhe vendimet e marra duhet te regjistrohen. Nje kopje e procesverbalit do te pergetitet per Shoqerine si dhe nje kopje per çdo anetar te Asamblese se Pergjithshme.

13.2 Procesverbali duhet te nenshkruhet nga Kryetari i Asamblese se Pergjithshme dhe ngapersoni perjegjes per mbajtjen e procesverbaleve.

13.3 Kopjet e vendimeve te marra ne Asamble do tu dorezohen anetareve te Asamblese me ane te postes rekomande, ne rrethanat kur Asambleja e Pergjithshme perbehet nga me shume se nje (1) ortak.

13.4 Kryetari eshte perjegjes per mbajtjen dhe leshimin e procesverbalit.

13.5 Ortaku i Vetem i kompanise eshte perjegjes per marjen e procesverbaleve dhe dorezimin e tyre tek administratori i Shoqerise, per te dhenat e tyre.

### **MENAXHIMI I SHOQERISE**

#### **Neni 14**

#### **Administrimi i Shoqerise**

14.1 Shoqeria do te menaxhohet nga nje ose me shume Administratore.

14.2 Administratoret emerohen per nje mandat 5

year term, renewable. The first Administrator is appointed in this Articles of Association.

14.3 The Administrator(s) are responsible for the ordinary organisation and management of the Company's activity within the competences defined in their appointment decision. They are authorized to represent the Company in relation to all issues related to the Company's activity within the competences given by the General Assembly.

14.4 The powers and obligations of the Administrator(s) are based on Law, these Articles of Association, Assembly decisions and by-laws of the Company.

14.5 The competences and responsibilities of the Administrator(s) are as follows:

- a. to represent the Company with third parties and other state authorities;
- b. to open, close and maintain bank accounts for the Company;
- c. to conclude agreements with third parties, to issue and receive payment orders;
- d. to sign all documents, issues invoices, transfers in foreign currency, custom invoices,etc, payment of Company liabilities and accept securities from third parties;
- e. to collect liabilities due to the Company;
- f. to sign employment contracts with Company employees, ensuring the preliminary measures for protecting the Company's interest;
- g. to file claims, represent and defend the Company in the event of claims against it;
- h. to incur the necessary expenses related to the ordinary activity of the Company;
- i. to ensure that the accounting books are kept in accordance with the applicable Law in Albania;
- j. to ensure the preparation of the Annual

vjeçar, te rinovueshem. Administratori i pare emerohet ne kete Statut.

14.3 Administrator(et) jane perjegjes per organizimin e zakonshem dhe menaxhimin e aktivitetit te Shoqerise ne kuader te kompetencave te peraktuara ne vendimin per emerimin e tyre. Ata jane te autorizuar per te perfajesuar Shoqerine ne lidhje me te gjitha çeshtjet qe lidhen me aktivitetin e Shoqerise ne kuader te kompetencave te dhena nga Asambleja e Pergjithshme.

14.4 Kompetencat dhe detyrimet e Administratoreve jane te bazuara ne ligj, ne kete Statut, vendimet e Asamblese dhe ne rregulloret e Shoqerise.

14.5 Kompetencat dhe perjegjesite e Administratoreve jane si me poshte:

- a. per te perfajesuar Shoqerine me palet e treta dhe autoritetet e tjera shteterore;
- b. per te hapur, mbyllur dhe mirembajtur llogarite bankare dhe caktimin e nenshkruesve per llogarite bankare per Shoqerine;
- c. per te lidhur marreveshje me palet e treta, per te nxjerre dhe marre urdherpagesat;
- d. per te nenshkuar te gjitha dokumentet, leshurar faturat, transfertat ne monedhe te huaj, faturat doganore, etj, pagesen e detyrimeve te kompanise dhe pranimin e garancive nga palet e treta;
- e. per te mbledhur detyrimet ne emer te Shoqerise;
- f. per te nenshkuar kontratat e punes me punonjesit e Shoqerise, duke siguruar masat paraprake per mbrojtjen e interest te Shoqerise;
- g. per te depozituar pretendime, perfajesuar dhe mbrojtur Shoqerine ne rast te pretendimeve kunder saj;
- h. per te mbuluar shpenzimet e nevojshme qe lidhen me veprimtarine e zakonshme te Shoqerise;
- i. per te siguruar se librat kontabel mbahen ne

Financial Statements of the Company;

k. to call an ordinary or extraordinary General Assembly, to set the agenda for such meetings, to monitor and address the execution of actions related to convening and conduct of General Assembly meetings, to take the necessary actions to notify the shareholders of special decisions and to ensure that all such actions and notifications are done in due time;

l. to keep and maintain Company documents;

m. to take decisions on any other issues related to the internal activity of the Company and its relations with third parties;

n. to take any other decision for the ordinary activity of the Company in accordance with the Legislation, these Articles of Association and in the Company's interest.

14.6 All the above-mentioned actions shall be performed by the Administrators separately, personally or through appointed representatives.

**Article 15**  
**The appointment of the Administrator(s)**

15.1 The Administrator of the Company is:

➤ **Mr. AHMAD HAJAHMAD**, palestinian citizen, born on 11.01.1968, holder of the passport no. 4968600,

15.2 The Administrator(s), if there will be more than one, shall exercise their duties and represent the Company with equal signing rights and each of them, separately can sign on behalf of the Company, represent the company in front of Albanian Authorities and bind the company.

15.3 The Company is bound by agreements duly concluded on behalf of the Company by the Administrator(s).

15.4 The Administrator(s) of the Company may be dismissed at any time by the General

perputhje me Ligjin ne fuqi ne Shqiperi;

j. per te siguruar perqatitjen e Pasqyrave Vjetore Financiare te Shoqerise;

k. per te thirrur Asamblene e Pergjithshme te zakonshme ose te jashtezakonshme, per te vendosur rendin e dites per mbledhje te tilla, per te monitoruar dhe trajtuar ekzekutimin e veprimeve te lidhura me mbajtjen dhe thirrjen e mbledhjeve te Asamblese se Pergjithshme, per te ndermarre veprimet e nevojshme per te njoftuar ortaket per vendime te vecanta dhe per te siguruar se te gjitha veprimet dhe njoftimet e tilla jane bere ne kohen e duhur;

l. per te mbajtur dhe per te ruajtur dokumentet e Shoqerise;

m. per te marre vendime per cdo qeshtje te tjera qe lidhen me aktivitetin e brendshem te Shoqerise dhe marredheniet me te tretet;

n. per te marre cdo vendim tjeter per veprimtarine e zakonshme te Shoqerise, ne perputhje me legjislacionin, Statutin dhe interesin e Shoqerise.

14.6 Te gjitha veprimet e mesiperme do te kryhen nga Administratoret veçmas, personalisht ose duke emeruar perfaqesues.

**Neni 15**  
**Emerimi i Administratoreve**

15.1 Administrator i Shoqerise eshte:

➤ **Z. AHMAD HAJAHMAD**, me shtetesi palestinez, lindur ne 11.01.1968, mbajtes i pasaportes nr. 4968600,

15.2 Administratoret, ne rast se do te kete me shume se nje, do te ushtrojne detyrat e tyre dne do te perfaqesojne Shoqerine me te drejta te barabarta nenshkrimi dhe secili prej tyre, vec e vec, mund te nenshkrue ne emer te Shoqerise, perfaqesojne Shoqerine perpara Autoriteteve Shqiptare dhe te detyroje Shoqerine.

15.3 Shoqeria eshte e lidhur nga marreveshjet e nenshkrueve ne menyre te rregullt ne emer te Shoqerise nga administratoret.

Assembly.

### FISCAL YEAR, BALANCE SHEET, PROFIT AND LOSS

#### Article 16

##### Fiscal year, Financial Statements

16.1 The fiscal year of the Company is the 12-month period from 1 January to 31 December each year. The first fiscal year runs from the registration date of the Company until 31 December of that year.

16.2 By the end of each fiscal year, the Administrator(s) shall accomplish the following duties:

- a. preparation of a detailed list of Company assets and their structure;
- b. preparation of the Balance Sheet, which represents the financial state of the Company;
- c. preparation of a profit and loss statement.

16.3 The financial statements shall be presented for approval to the ordinary meeting of the Assembly together with the report from the external auditors, if any, by 30 June of the next fiscal year.

#### Article 17 Company's profit

The General Assembly shall make the decision over the distribution of said profit.

### DISSOLUTION AND LIQUIDATION

#### Article 18 Dissolution and liquidation

18.1 The Company shall be terminated and liquidated in the following cases:

- a. by decision of the General Assembly;
- b. by merger with another Company;
- c. by court decision of the relevant

15.4 Administratoret e Shoqerise mund te shkarkohen ne cdo kohe nga Asambleja e Pergjithshme.

### VITI FINANCIAR, BILANCI, FITIMET DHE HUMBJET

#### Neni 16

##### Viti Financiar, Pasqyrat Financiare

16.1 Viti financiar i Shoqerise eshte periudha 12-mujore nga data 1 Janar deri me 31 Dhjetor te cdo viti. Viti i pare fiskal fillon nga data e regjistrimit te Shoqerise deri me 31 Dhjetor te atij viti.

16.2 Deri ne fund te cdo viti fiskal, administratoret do te kryejne detyrat e meposhtme:

- a. pergatitja e nje liste te detauar te aseteve te Shoqerise dhe struktura se tyre;
- b. pergatitja e bilancit, qe paraqet gjendjen financiare te Shoqerise;
- c. pergatitja e nje deklarate te fitimit dhe humbjes.

16.3 Pasqyrat financiare duhet te paraqiten per miratim ne mbledhjen e zakonshme te Asamblese se bashku me raportin nga auditoret e jashtem, nese ka, deri me 31 Qershori te vitit te ardhshem fiskal.

#### Neni 17

##### Fitimet e Shoqerise

Asambleja e Pergjithshme do te marre vendimin mbi shperndarjen e fitimit ne fjalë.

### SHPERBERJA DHE LIKUIDIMI

#### Neni 18

##### Shperberja dhe Likuidimi

18.1 Kompania do te mbyllet dhe likuidohet ne rastet e meposhtme:

- a. me vendim te Asamblese se Pergjithshme;
- b. nga bashkimi me nje tjeter Shoqeri;



jurisdiction in each case foreseen in the Law;

d. in any other cases provided by the Law.

18.2 The liquidation of the Company and the distribution of its assets shall be done in accordance with legal provisions.

#### FINAL PROVISIONS

##### Article 19 Disputes and relevant Court

19.1 In the event of disputes arising in connection with these Articles of Association or because of the Law, such disputes will be solved by the competent jurisdiction court.

19.2 The applicable Law is the Law of the Republic of Albania.

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Signed on 14/10/2019 in two original copies in English and Albanian language.

English Language will be the official language for the purposes of interpretation of these Articles of Association.

The Sole Shareholder

Ortaku i Vetem

Aplikant<sup>o</sup>  
Nelis<sup>y</sup>  
Paneriti