

STATUTI I THEMELIMIT TE SHOQËRISE ME PERGJËGJËSI TË KUFIZUAR
“PARKER LLOYD LIMITED AUDIT” SH.P.K.

Sot, më datë 01/02/2018, personat e mëposhtëm:

1. Znj Alketa ZEQIRI, Eksperte Kontabel e Rregjistruar, me license nr. 44, date 04.07.2012, shtetase shqiptare, e bija e Eqremit , lindur më 05/10/1982 në Shkoder, banues në Shkoder , në adresën Nr. Kukej, nr 165 , Lagjia Perash , mbajtës i letërnjoftimit (karte identiteti) me nr. 030633857 dhe nr. Personall26005117B, madhor e me zotësi të plotë juridike e për të vepruar dhe ;

2. Shoqeria “Parker Lloyd Limited”, shoqeri e huaj ne Mbreterine e Bashkuar me nr. Regjistrimi 4457312, e perfaqesuar nga Z. Rahul MEHTA i biri i Rajni, lindur më 04/10/1985 në Londer, banues në Londer, Mbreterine e Bashkuar , mbajtës i pasaportes me nr.518842180, madhor me zotësi të plotë juridike e për të vepruar,

në perputhje me Ligjin Nr. 9901, datë 14.04.2008, “Për Tregtarët dhe Shoqërite Tregtare” dhe me ligjin 10 091 date 05.03.2009 “Per auditimin ligjor, organizimin e profesionit te ekspertit kontabel te rregjistruar dhe kontabilistik te miratuar” dhe legjislacionin e zbatueshëm në Republikën e Shqipërisë, vendosi të themelojë Shoqërine tregtare të emertuar **“Parker Lloyd Limited Audit ” Sh.p.k.**

KAPITULLI I

THEMELIMI – EMRI – FORMA – SELIA – OBJEKTI – KOHEZGJATJA

Neni 1

Themeli, Emri dhe Forma

Emri dhe emertimi tregtar i Shoqerise është “Parker Lloyd Limited Audit” Sh.p.k.

Shoqeria “Parker Lloyd Limited Audit” Sh.p.k. eshte një person juridik privat, e themeluar ne baze te Ligjit Nr. 9901, date 14.04.2008, “Per Tregtaret dhe Shoqërite Tregtare” (me pas referuar si “Ligji Tregtar”) dhe me ligjin 10 091 date 05.03.2009 “Per auditimin ligjor, organizimin e profesionit te ekspertit kontabel te rregjistruar dhe kontabilistik te miratuar”, 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 Biznesit (me pas referuar si “QKB”) ne perputhje me kushtet dhe procedurat e parashikuara nga ligji.

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

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

Neni 2

Selia

Shoqeria do te kete seline e saj ne adresen e meposhtme:

Bulevardi Deshmoret e Kombit Twin Tower , kulla 1 , kati 6, Ap 15 Tiranë, Shqipëri.

Neni 3

Objekti

Shoqeria ka per objekt kryerjen e çdo veprimtarie te lejuar nga ligji dhe/ose pjesemarrjen ne çdo veprim apo aktivitet te ligjshem qe mund te kryeje nje shoqeri me pergjegjesi te kufizuar, e krijuar ne baze te legjisacionit shqiptar.

Me konkretisht por pa u kufizuar ne to, shoqeria ka per objekt:

Ushtrim i veprimtarise ne:

Kryerjen e sherbimeve te auditimit (kontroll finanziar, sherbime konsulencë te bazuara ne ekspertiza kontabel, manaxhim i risqeve te informacionit, sherbime te kontrollit te manaxhimit), asistence kontabel, regjistrim te dhenash kontabel, konsulencë ne fushen fiskale, sherbime te konsulences financiare, rekuperim i kompanive ne veshiresi, investigim detyrimesh dhe te drejtash ne situata problemesh midis paleve, sherbime per transaksione e blerjeve dhe shitjeve se kapitaleve, konsulencë manaxheriale dhe organizative, rekrutim dhe trajnim profesional si dhe sherbime te lidhura me to. Shoqeria mund te kryeje te gjitha aktivitetet qe do te konsiderohen te nevojshme per permbushjen e objektit te saj;

Shoqeria mund te kryeje kontrollin (ekspertize kontabel) e Shoqerive Private apo Publike , te huaja apo shqiptare, si dhe te enteve te tjera ne perputhje me legjisacionin shqiptar.

Shoqëria mundet gjithashtu të ushtrojë cdo lloj tjeter biznesi apo aktiviteti të ligjshëm dhe/ose mund të angazhohet në cdo veprimtari të ligjshme ose aktivitet te lejueshëm nga legjislacioni shqiptar në fuqi për një shoqëri me perjegjësi të kufizuar, i cili here pas here mund të ndryshohet në përputhje me dispozitat ligjore të këtij Statuti si dhe të ligjit të zbatueshëm.

Te gjitha këto veprimtari të lartpermendura duhet të kryhen brenda kufijve dhe sipas dispozitave ligjore që rregullojnë ushtrimin e tyre.

Ortakët e Shoqërisë, deklarojnë dhe garantojnë se gjatë gjithë kohëzgjatjes së aktivitetit tregtar të Shoqërise, ata nuk do të ndërmarrin, themelojnë, kryejnë apo ushtrojnë asnjë veprimtari tjetër private të njejtë apo të ngashme me objektin e aktivitetit të Shoqërisë e cila mund t'i shkaktojë konkurencë Shoqërisë apo mund të dëmtojë interesat e kësaj të fundit.

Neni 4

Kohezgjatja

Kohezgjatja e Shoqerise eshte e pakufizuar. Shoqeria mund te prishet ne cdo kohe me nje vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me legjislacionin shqiptar ne fuqi, ne cdo rast me totalin e votave te asamblese se pergjithshme te shoqerise.

KAPITULLI II

KAPITALI – KUOTAT

Neni 5

Kapitali Themeltar

5.1 Kapitali themeltar i Shoqerise eshte 100 leke (Njeqind leke). Kapitali themeltar perbehet nga 2

(dy) kuota me vlore 51 Leke (pesedhjete e nje) dhe 49 Leke (dyzet e nente) dhe eshte paguar e zoterohet teresisht nga ortaket e shoqerise, perkatesisht 51% te kuotave, **Znj.Alketa Zeqiri** dhe 49% te kuotave **Shoqeria “Parker Lloyd Limited”**.

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

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

Neni 6

Kuotat

Te drejtat dhe detyrimet e lidhura

6.1 Çdo kuote i jep zoteruesit te drejten e nje vote.

6.2 Pronesia mbi kuotat do te regjistrohet ne regjistrin e ortakeve qe do te mbahet ne seline e Shoqerise nen pergjegjesine e Administratorit (“ Registri i Ortakeve”).

6.3 Registri i Ortakeve do te pasqyroje informacionin e meposhtem : (i) identitetin e cdo Ortaku; (ii) numrin dhe vleren e kuotave qe i perkasin cdo Ortaku ; (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

7.1 Kuotat nuk jane lirisht te transferueshme nepermjet trashegimise, por vetem ndermjet Ortakeve apo te treteve, duke ruajtur ortaket te drejten e parablerjes ekzistues.

7.2 Kalimi i te drejave te pronesise, venia peng, barre apo çdo mjet tjeter sigurimi mbi kuotat do te kerkonte ne menyre qe te prodhoje efekt, miratimin paraprak te Asamblese se Pergjithshme te Ortakeve, e cila vendos me shumice absolute.

7.3 Nese nje Ortak ka per qellim te transferoje ne cdo forme te gjitha apo nje pjese te kuotave te tij nje personi te ndryshem nga Ortaket, secili prej Ortakeve te tjere ka te drejten e parablerjes mbi nje numer kuotash ne perpjestim me pjesemarrjen e tyre ne kapitalin

themeltar, ne varesi te faktit se sa ortake do te ushtrojne te drejten e parablerjes ne rastin konkret. E drejta e parablerjes ushtrohet vetem ne perputhje me procedure ne vijim.

- 7.4 Nese nje ortak ka per qellim te transferoje te gjitha apo nje pjese te kuotave te tij, ai, perpara se te nenshkruaje marreveshje me persona te ndryshem nga Ortaket, do te njoftoje me shkrim Administratorin per transferimin e planifikuar, duke percaktuar edhe çmimin e transferimit, personin/at te cileve planifikon t'u transferoje kuotat dhe kushtet esenciale te transferimit.
- 7.5 Administratori, Brenda 10 diteve duke filluar nga dita kur eshte njoftuar nga Ortaku per shitjen apo transferimin e planifikuar – do te informoje me shkrim Ortaket e tjere.
- 7.6 Secili prej Ortakeve qe ka te drejta parablerje, Brenda 1 (nje) muaji nga njoftimi prej Administratorit per shitjen apo transferimin e planifikuar, do te njoftoje me shkrim Administratorin nese ka qellim te ushtroje te drejten e tij te parablerjes.
Administratori Brenda 10 (dhjete) diteve nga marrja e ketij njoftimi do te njoftoje me shkrim Ortakun qe deshiron te transferoje kuotat e tij.
- 7.7 Nese me shume se nje Ortake ushtrojne te drejtat e parablerjes, ata do te blejne keto kuota ne perpjestim me pjesemarrjen e tyre aktuale ne kapitalin themeltar.
- 7.8 Nese asnje njoftim nuk eshte dhene nga ndonje Ortak sipas nenit 7.6 me siper, Ortaku qe ka per qellim te transferoje kuotat e tij do te jete i lire t'ia transferoje keto kuota personit/ave te percaktuar.
- 7.9 Nese vetem nje Ortak ka dhene njoftimin per qellimin e tij per te ushtruar te drejten e parablerjes, ky Ortak do te kete te drejte te bleje kuotat objekt transferimi Brenda 10 diteve nga data e mbarimit te asfatit te percaktuar nga neni 7.6 me siper.
- 7.10 Çdo transferim i kuotave qe nuk kryhet ne perputhje me parashikimet e ketij neni eshe i pavlefshem dhe pa efekte per Shoqerine.

Neni 8

Zmadhimi i kapitalit

- 8.1 Kapitali themeltar mund te zmadhohet, me vendim te Asamblese se Pergjithshme te Ortakeve, nepermjet emetimit te kuotave te reja ose rrnjes se vleres nominale te atyre ekzistuese ose ne çdo forme tjeter te parashikuar nga Ligji.

- 8.2 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 ushtojne 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.
- 8.3 Kuotat e reja qe do te shlyhen si me pare ne dore, ashtu edhe ne natyre, do te paguhen ne perputhje me Vendimin perkates per zmadhimin e kapitalit dhe Ligjin per Shoquerine Tregtare.

Neni 9

Zvogelimi i Kapitalit

- 9.1 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

- 10.1 Asambleja e Pergjithshme do te jete organi me i larte i Shoqerise, icili, vec kompetencavete tjera sipas Ligjit per Shoquerite Tregtare apo ketij Staturi, merr vendime per ceshtjet e meposhtme te Shoqerise:
- percaktimi i politikave tregtare;
 - ndryshime te Statutit;
 - emerimi dhe shkarkimi i Administratorit;
 - miratimi i skemes se shperblimeve per administratorin
 - miratimi i pasqyrave financiare vjetore dhe i raporteve te ecurise se veprimtarise se Shoqerise;

- f. shperndarjen e fitimeve vjetore;
- g. zmadhimin ose zvogelimin e kapitalit themeltar te Shoqerise;
- h. pjesetimin dhe anulimin e kuotave;
- i. perfaqesimin e shoqerise ne gjykime;
- j. riorganizimin dhe prishjen e Shoqerise;
- k. miratimin e rregullave te zbatueshme proceduriale te mbledhjeve te saj;
- l. çeshtje te tjera sipas parashikimeve te ketij Statuti.

10.2 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 nje here ne vit.

10.3 Njoftimi per thirrjen e Asamblese se Pergjithshme mund te dergohet me shkrim apo e-mail ne adresat qe secili Ortak do t'i njoftoje me shkrim Shoqerise me poste te regjistruar.

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 pjesemarrjen dhe votimin, informacioni, po ashtu dhe rendi I dites, dhe duhet t'u njoftohet te gjithe Ortakeve jo me pak se 7 (shtate) dite perpara mbledhjes. Rendi I dites I njoftuar si me siper duhet te permbaje edhe vendimet e propozuara per cdo ceshtje. Nese Asambleja e Pergjithshme e Ortakeve duhet te vendose per ndryshime te Statutut, teksti duhet te njoftohet se bashku me rendin e dites.

10.4 Asambleja e Pergjithshme e Ortakeve do te thirret nga Administratori dhe kur eshte e zbatueshme, nga Ortak.

10.5 Nje Ortak mund te perfaqesojet ne Asamblene e Pergjithshme te Ortakeve nga nje ortak tjeter apo nga nje person I trete I ndryshem nga Administratori, duke paraqitur dokumentin perkates autorizues. Autorizimi mund te jepet vetem per nje mbledhje te Asamblese se Pergjithshme te Ortakeve, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

10.6 Ne rastin e vendimeve te zakonshme, Asambleja e Pergjithshmee Ortakeve mund te marre vendime te vlefshme vetem nese jane te pranishem ose te perfaqesuar Ortaket qe zoterojne me shume se 30% (tridhjete perqind) te kapitalit themeltar. Ne keto raste

Asambleja e Pergjithshme e Ortakeve do te marre vendime me shumicen absolute te votave te kapitalit pjesemarres, vec kur parashikohet ndryshe nga Ligji Tregtar dhe/ose ky Statut.

Per çeshtje, te cilat kerkojne shumice te kualifikuar, si ndryshimi I Statutit, zmadhimi ose zvogelimi i kapitalit, shperndarja e fitimit, ristrukturimi dhe prishja e Shoqerise, Asamblese se Pergjithshme e Ortakeve mund te marre vendime te vlefshme vetem nese jane te pranishem ose te perfaqesuar Ortaket qe zoterojne 100% (njeqindperqind) te kapitalit te regjistruar dhe do te marre vendime me $\frac{3}{4}$ (tre te katertat) e votave te kapitalit pjesemarres.

Nese Asambleja e Pergjithshme e Ortakeve nuk mund te mblidhet per shkak te mungese se kuorumi, Asambleja mblidhet perseri brenda 30 diteve me te njejtin rend dite.

- 10.7 Me perjashtim te rasteve kur parashikohet ndryshe nga Ligji Tregtar, vlefshmeria e vendimeve qe percaktojne detyrime shtese ose kufizojne / zvogelojne te drejtat qe u jane njojur ortakeve nga Ligji Tregtar apo nga ky Statut, kushtezohet nga miratimi i Ortakut te interesuar/perkates.
- 10.8 Te gjitha vendimet e Asamblese duhet te registrohen ne procesverbal. Administratori eshte perjegjes per mbajtjen e nje kopje te tij.

Neni 11

Organ Administrues/Administratori

11.1 Organ Administrues perbehet nga 2 (dy) Administratore qe emerohen e shkarkohen nga Asambleja e Pergjithshme e Ortakeve. Kohezgjatja e mandatit te Administratoreve eshte 5 (pese) vjet, me te drejte riemerimi.

1. **Z. Erald Dushku** i biri i Arben, lindur më 30/11/1977 në Tirane, banues në Austri Viene, mbajtës i pasaportes me nr. BC1507556 , dhe nr. Personal H71130024I, madhor e me zotësi të plotë juridike e për të vepruar, caktohet Administrator i pare i shoqerise me mandat 5 vjecar
2. **Znj Alketa Zeqiri**, Eksperte Kontabel e Rregjistruar, me license nr 44 date 04.07.2012, shtetase shqiptare, e bija e Eqremit , lindur më 05/10/1982 në Shkoder, banues në Shkoder , në adresën Rr. Kukej , nr 165 , Lagjia Perash , mbajtës i letërnjoftimit (karte identiteti) me nr. 030633857 dhe nr. Personal I26005117B, madhor e me zotësi të plotë juridike e për të vepruar

11.2 Administratori/Administratoret do te:

- (i) administroje veprimtarine tregtare te Shoqerise duke zbatuar politikat tregtare te miratuara nga Asambleja e Pergjithshme e Ortakeve;
- (ii) perfaqesoje Shoquerine
- (iii) kujdeset per mbajtjen e rregullt te librave dhe dokumentave kontabel;
- (iv) pergatise dhe nenshkruaje bilancin vjetor, bilancin e konsoliduar dhe raportin e ecurise se veprimtarise, te cilat ia paraqet Asamblese se Pergjithshme te Ortakeve per miratimin, se bashku me propozimet per shperndarjene fitimeve;
- (v) krijoje nje sistem njoftimi te pershtatshem per rrrethanat qe kercenojne ekzistencen e Shoqerise;
- (vi) kryeje regjistrimet e publikimet e detyrueshme te te dhenave te Shoqerise, sipas kerkesave te Ligjit Tregtar apo te ligjeve te tjera te zbatueshme;
- (vii) raportoje perpara Asamblese se Pergjithshme te Ortakeve ne lidhje zbatimin e politikave tregtare si dhe per perfundimin e transaksioneve me rendesi te veçante per performance 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 Ligjit apo ketij Statuti.

Administratorja, Znj Alketa Zeqiri, perjashtohet nga te drejtat per te kryer veprime ne llogarite bankare te shoqerise, ne emer e per llogari te saj. Keto kompetanca e te drejta ortaket bien dakord se do te ushtrohen vetem nga Administratori tjeter i shoqerise, Z. Erald DUSHKU.

KAPITULLI IV

VITI FINANCIAR, LLOGARITE VJETORE, FITIMET DHE REZERVAT LIGJORE

Neni 13

Viti finanziar

Viti finanziar ka nje kohezgjatje prej 12 (dymbedhjete) muajsh e cila fillon me 1 Janar dhe mbaron me 31 Dhjetor te çdo viti.



Ne menyre perjashtimore, viti i pare financiar fillon ne daten e regjistrimit te Shoqerise ne Regjistrin Tregtar.

Neni 14
Rezerva Ligjore

Shoqeria do te kaloje ne fondin rezerve te detyrueshem te pakten 5% (pese perqind) te fitimit vjetor neto.

Neni 15
Dividentet

Pas miratimit te bilancit vjetor 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.

Bazuar ne nenin 76 te Ligjit per Tregtaret dhe Shoqerite Tregtare (i ndryshuar), pjeset takuese te dividentit jane ne raportinsi vijon: 1 (nje) % ortaku **Znj Alketa Zeqiridhe** 99% ortaku **Shoqeria "Parker Lloyd Limited"**.

KAPITULLI V
PRISHJA-LIKUIDIMI

Neni 16
Prishja e Shoqerise

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 njofteuar pezullimi i veprimitarise 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 Shoqerise shoqerohet me fillimin e procedures se likuidimit.

Neni 18

Dispozita Perfundimtare

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

18.2 Konfliktet ne lidhje ne kete Statut do te zgjidhen nga gjykata e rrerhit gjyqesor ku Shoqeria ka seline e saj.

18.3 Me qellim shmangien e çdo paqartesie, ndryshimi i ortakeve dhe/ose Administratorit, dhe/ose çdo funksionari nuk do te konsiderohen si ndryshime te ketij Statuti.

18.4 Ky Statut nenshkruehet rregullisht ne 4 (kater) kopje ne gjuhen shqipe

ORTAKET THEMELUES

PARKER LLOYD LIMITED

Znj. ALKETA ZEQIRI

Perfaqesuar nga

Z. RAHUL MEHTA

ESTABLISHMENT STATUTE OF THE LIMITED LIABILITY COMPANY

"Parker Lloyd Limited Audit" Sh.p.k.

This 1st February 2018 , the following persons:

1. Mrs. Alketa Zeqiri, Registered Accounting Expert, with license No. 44 on 4th July 2012, Albanian citizenship, the daughter of Eqrem, born on 5th October 1982 in Shkoder and resident in Shkoder at the address: "Rr. Kukej , nr 165 , Lagjia Perash" holder of the identification document (identity card) No. 030633857 Personal No. I26005117B , an adult with full legal ability to act and:

2. Company "Parker Lloyd Limited", Foreign Company of the United Kingdom, with Registration Number 4457312, represented by Mr. Rahul MEHTA, the son of Rajni, born 4th October 1985 in London, resident in London, United Kingdom, holder of the passport No. 518824180, an adult with full legal ability to act.

pursuant the law No. 9901, on 14th April 2008, "On Traders and Commercial Companies" and law No. 10 091 on 05th March 2009 "On Legal Audit, organization of the profession of registered accounting expert" and applicable legislation of the Republic of Albania, decided to establish the Commercial Company with the designation: "**Parker Lloyd Limited Audit**" Sh.p.k.

CHAPTER ONE

ESTABLISHMENT- NAME- LEGAL FORM- PREMISES- OBJECT- DURATION

Article 1

Establishment, name and legal form

The name and commercial designation of the company is "Parker Lloyd Limited Audit" Sh.p.k.

The company "Parker Lloyd Limited Audit" Sh.p.k. is a private legal person, established based on the Law No. 9901 on 14th April 2008 "On Traders and Commercial Companies" (hereinafter referred to as "Commercial Law") and on the Law 10 091 on 5th March 2009 "On legal Audit, organization of the profession of registered accounting expert", in the form of Limited Liability Company. (Sh.P.K).



The company acquires its legal personality upon its registration at the commercial register held by the National Registration Center (later referred to as "National Business Center NBC") pursuant the terms and procedures defined by law.

Upon gaining legal personality, the Company is responsible towards third parties, regarding liabilities and damages caused during its activity.

The Partners of the Company are responsible towards third parties to the extent of the contribution amount paid at the fundamental capital of the Company.

Article 2

Premises

The premises of the Company will be at the following address:

Bulevardi Deshmoret e Kombit, Twin Tower , kulla 1 , kati 6, Ap 15 Tirana, Albania.

Article 3

Object

The object of the company is the performance of any activity permitted by law and/ or participation in any legal act or activity a limited liability company may perform, based on the Albanian legislation.

Positively, but not limited, the company has the following object:

Exercise of activity in:

Performance of audit services (financial control, consultancy services based on accounting expertise, management of information risks, services of management control), accounting assistance, registration of accounting data, consultancy in fiscal matters, services of financial consultancy, recovery of companies under difficulty, investigation on liabilities and rights in problematic situations between the parties, services on purchases transactions and capital sale, managerial and organization consultancy, recovery and professional training as well as related services. The company may perform all the activities considered as necessary to accomplish its object;

The company may perform the control (accounting expertise) of Private or Public, foreign or Albanian Companies as well as of other entities pursuant the Albanian legislation.

The company may also exercise any other legal business or activity and/or it may be engaged in any legal activity pursuant the Albanian legislation in effect on a limited liability company, which may be amended pursuant the legal provisions of this Statute or the applicable law.

All the above mentioned activities must be performed within the limits or pursuant the legal provisions regulating their exercise.

Company's partners declare and warranty that during the duration of the Company's commercial activity, they will not undertake, establish, perform or exercise any other private activity same or similar to the company's activity object which may cause competition to the company or damage the interest of the latter.

Article 4

Duration

The duration of the company is unlimited. The company may be dissolved at any moment upon decision of the General Assembly of Partners, pursuant the Albanian legislation in effect, in every case upon the total of the votes of the general assembly of the company.

CHAPTER II

CAPITAL- QUOTAS

Article 5

Fundamental Capital

5.1 The Fundamental Capital of the Company is 100 ALL (One hundred Albanian Lek). The fundamental capital consists of 2(two) quotas with a value of 51 (fifty-one) and 49 (forty- nine) fully paid and owned by the partners of the company, respectively 51% of the quotas is owned by Mrs. Alketa Zeqiri and 49% by the company "**Parker Lloyd Limited**".

5.2 Partners are responsible towards third parties on losses the company may experience, to the extent of their contribution amount in the fundamental capital.

5.3 The fundamental capital may be increased or decreased upon Decision of the General Assembly of Partners, pursuant the legal provisions.



Article 6
Quotas
Related rights and obligations

- 6.1 Each quota confers to its owner the right of one vote.
- 6.2 Ownership on quotas will be registered at the register of Partners held at the premises of the Company under the Administrator's responsibility ("Register of Partners").
- 6.3 The Register of Partners reflects the following information: (i) identity of each partner (ii) number and value of quotas belonging to each Partner (iii) date on which each partner gained ownership on quotas (iv) addresses or premises of each Partner (v) details on any mortgage or burden set on the quotas.

Article 7
Transfer of Quotas

- 7.1 The Quotas are not freely transferable through inheritance but only through the existing partners or third parties, provided that the partners are entitled of the pre-emption.
- 7.2 The transfer of ownership quotas, gaging or burdening or any other security mean on the quotas, in order to be effective, requires the prior approval of the General Assembly of Partners, which decides upon absolute majority.
- 7.3 In a Partner intends to transfer in any form, partially or entirely, his quotes to a person different from the Partners, any other Partner is entitled of preemption on a number of quotas in portion to their participation in the fundamental capital, depending on the number of Partners exercising the preemption right in this case. The preemption right is exercised only pursuant the following procedure.
- 7.4 If a partner intends to transfer all of parts of their quotas, before signing any agreements with persons other than the partners, they must notify the Administrator in written on the planned transfer, defining the price of transfer, person/s to whom they plan to transfer the quotas and fundamental terms of transfer.
- 7.5 The Administrator notifies in written the other Partners within 10 days starting from the notification from the Partner on planned sale or transfer.



7.6 Each Partner having preemption rights notifies in written the Administrator, within 1 (one) month from the notification by the Administrator on the planned sale or transfer, in case they intend to exercise their right of preemption. The Administrator, within 10 (ten) days from this notification, notifies in written the Partner intending to transfer their quotas.

7.7 If more than one Partner exercises the preemption rights, they will buy these quotas in proportion to their current participation in the fundamental capital.

7.8 If no notification is given by any Partner pursuant the Article 7.6 above, the Partner intending to transfer their quotas is free to transfer these quotas to the defined person/ s.

7.9 If only one Partner notified their intend to exercise the preemption right, this Partner will be entitled to buy the quotas object of transfer within 10 days from the termination of the term defined by the article 7.6 above.

7.10 Any transfer of the quotas not performed pursuant the provisions of this article is invalid and has no effect for the Company.

Article 8

Increase of the Capital

8.1 The Fundamental capital may be increased, upon the decision of the General Assembly o Partners, through emission of new quotas or increase of their existing nominal value or any other form provided by Law.

8.2 For any increase of Company's capital through emission of new quotas, Partners are entitled of preemption for the signature of these new issued quotas. If more than 1 (one) Partner exercises their right of preemption within 20 (twenty) days, they purchase these quotas in proportion to their current participation in the fundamental capital. Each new quota which is not purchased by the Partners throughout this process will be offered to third parties.

8.3 The new quotas will be paid in cash or in nature pursuant the relevant Decision on the capital increase and Law on Commercial Companies.

Article 9

Decrease of the Capital

9.1 The Capital may be decreased upon decision of the General Assembly of Partners pursuant the Law on Commercial Companies.

CHAPTER III

BODIES OF THE COMPANY

Article 10

General Assembly of Partners

10.1 The General Assembly is the highest body of the Company, which among other competences pursuant the Law on Commercial Companies or pursuant this Statute, decides on the following matters of the company:

- a. Definition of commercial policies;
- b. Amendments of the Statute;
- c. Appointment and dismissal of the Administrator;
- d. Approval of the administrator's reward scheme;
- e. Approval of the annual financial statements and progress reports of the Company;
- f. Distribution of the annual profits;
- g. Increase or decrease of the fundamental capital of the Company;
- h. Division and annulment of the quotas;
- i. Representation of the company in trials;
- j. Reorganization and dissolution of the Company;
- k. Approval of the procedural applicable rules of its meetings;
- l. Other matters pursuant the provisions of this Statute.

10.2 The General Assembly of Partners is gathered in cases defined by the applicable law or by this statute and if needed to protect the interests of the Company. The General Assembly is gathered at least once a year.

10.3 The Notification on General Assembly call is sent in written or via e-mail at the addresses each Partner has notified to the Company in written upon registered Postal service.

The notification on Assembly call must clearly define the name of the Company, premises, date, time and venue of the meeting, a detailed description of the procedure to be followed by the



Partners on participation and voting, the information as well as the day order and it should be notified to all the Partners not less than 7 (seven) days prior to the meeting. The day order notified as above should also contain the proposed decisions on every case. In case the General Assembly of Partners should decide on Amendments of the Statute, the text and the day order should be notified.

10.4 The General Assembly of Partners will be called by the Administrator and when applicable, by the Partners.

10.5 A Partner may be represented at the General Assembly of Partners by another Partner or by a third person different from the Administrator who should present the relevant authorization. The authorization may be conferred only for one meeting of the General Assembly of Partners, which includes the following meetings with the same day order.

10.6 In case of ordinary decisions, The General Assembly of Partners may make valid decisions only if Partners owning 30% (thirty percent) of the fundamental capital are present. In these cases the General Assembly of Partners decides upon the absolute majority of votes of participating capital, except when it is otherwise provided by the Commercial Law and/or this Statute. For matters requiring a qualified majority such as amendment of the statute, increase or decrease of the capital, profit distribution, restructuration and dissolution of the Company, decisions of the General Assembly of Partners are valid only if Partners or their representatives owning more than 50% (fifty percent) of the registered capital are present and these decisions are made upon the $\frac{3}{4}$ (three fourth) of participating capital votes.

In case the General Assembly of Partners cannot be gathered due to quorum absence, the Assembly is gathered again within 30 days upon the same day order.

10.7 Except when otherwise provided by the Commercial Law , the validity of decisions defying additional obligations or limiting/ decreasing rights known to the partners by the Commercial Law or this Statute, is subject to the approval of the concerning/ relevant Partner.

10.8 All decisions of the Assembly should be registered in Minutes. The Administrator is responsible for holding a copy of it.

Article 11

Administrating Body/The Administrator

11.1 The Administrating Body consists of 2 (two) Administrators appointed and discharged by the General Assembly of Partners. The duration of the Administrators' Mandate is 5 (five) years, with reappointment right

1. **Mr. Erald Dushku** the son of Arben, born on 30th November 1977 in Tirana, resident in Vienna, Austria , holder of the passport no. BC1507556 , and Personal No. H71130024I , an adult with full legal ability to act, is appointed as the First Administrator of the Company, with a 5 years mandate
2. **Mrs. Alketa Zeqiri**, Registered Accounting Expert, with license No. 44 on 4th July 2012, Albanian citizenship, the daughter of Eqrem, born on 5th October 1982 in Shkoder and resident in Shkoder at the address: " Rr. Kukej , nr 165 , Lagia Perash" holder of the identification document (identity card) No. 030633857 Personal No. I26005117B , an adult with full legal ability to act.

11.2 The Administrator/ Administrators:

- (i) administers the commercial activity of the company, applying the commercial policies approved by the General Assembly of Partners;
- (ii) represents the Company;
- (iii) maintains the accounting books and documents regularly;
- (iv) prepares and signs the annual balance sheet, consolidated balance sheet and activity progress report which they present to the General Assembly for Approval with the proposal on profits distribution;
- (v) creates a suitable notification system on circumstances threatening the existence of the Company;
- (vi) performs the mandatory registrations and publications of Company data, pursuant the requisitions of the Commercial Law or other applicable laws;
- (vii) Reports to the General Assembly of Partners on the implementation of commercial policies as well as on the completion of transactions especially important for the Company's performance.
- (viii) performs other duties provided by the Commercial Law and this Statute;
- (ix) calls the Assembly of Partners meeting as required by the Law of this Statute.

The Administrator, Mrs. Alketa zeqiri, is excluded from the rights to perform actions in company's bank account, in her name and on her behalf. These competences and rights are

agreed by the administrators to be exercised only by the other Administrator of the company Mr. Erald DUSHKU.

CHAPTER IV

FINANCIAL YEAR, ANNUAL ACCOUNTS, PROFITS AND LEGAL RESERVE

Article 13

Financial year

The financial year has a duration of 12 (twelve) months s from 1st January to 31st December of each year.

Exceptionally, the first financial year starts on the date this Company is registered at the Commercial Register.

Article 14

Legal Reserve

The company should transfer to the mandatory reserve fund at least 5(five) % of the net annual profit to the extent this reserve is equal to 10% of the fundamental capital.

Article 15

Dividends

Following the approval of the annual balance and definition of the amount to be distributed, the General Assembly of Partners defines the Amount of profits to be distributed to each Partner as Dividend.

Based on the article 76 of the Law “On Traders and Commercial Companies” (as amended), the pertaining parts of the dividend are at the following proportion: 1 (one) % of the partner Mrs. Alketa Zeqiri and 99 % of the partner Company “Parker Lloyd Limited”

CHAPTER V

DISSOLUTION- LIQUIDATION

Article 16

Dissolution of the Company

The company is dissolved (i) upon Decision of the General Assembly of Partners; or (ii) in case of bankruptcy; or (iii) when the company has not performed any activity for 2(two) years and NRC was not notified on the activity suspension; or (iv) upon court decision; or (v) for other reasons provided by law.

Article 17 **Liquidation**

Except where a bankruptcy procedure is initiated, the dissolution of the Company is accompanied by the initiation of liquidation process.

Article 18 **Final Provisions**

- 18.1 For what not provided by this Statute, the Commercial Law provisions shall apply.
- 18.2 Disputes related to this Statute will be dissolved from the Court of Judicial District where the company has its premises.
- 18.3 In order to avoid uncertainties, change of partners and/or Administrator and/ or any other official will not be considered as amendments of this Statute.
- 18.4 This Statute is signed duly in 4 (four copies) in Albanian.

ESTABLISHMENT PARTNERS

Rahul Mehta
Parker Lloyd Limited

Represented by **Mr. RAHUL MEHTA**

Rahul Mehta

Alketa Zeqiri
Mrs. ALKETA ZEQIRI