



Based on Article 28 paragraph 3 of the Law 9723/2007
“On the National Registration Center” this document
constitutes the:

Ne perputhje me Nenin 28 paragraf 3 i Ligjit
9723/2007 “Per Qendren Kombetare te
Regjistrimit” ky dokument perben:

FOUNDATION ACT

AND

ARTICLES OF ASSOCIATION

Of

DEKRA Arbeit SHPK

AKTI I THEMELIMIT

DHE

STATUTI

I

SHOQERISE

DEKRA Arbeit SHPK

AKTI I THEMELIMIT

FOUNDATION ACT
AND
ARTICLES OF ASSOCIATION
of
" DEKRA Arbeit " Sh.P.K.

CHAPTER I

Date of establishment, Name, Legal Form,
Headquarters, Duration

Article 1. Date of Establishment and Name

- 1.1 The company " DEKRA Arbeit " (hereinafter referred as the "Company") followed inseparably by the abbreviation Sh.p.k., which represents its legal form as a limited liability company, is established on the date of the signing of this document.
- 1.2 The Shareholders of the Company (the "Shareholders") enjoy limited liability up to the limit of its respective contribution to the capital represented by quotas.
- 1.3 In all the documents, invoices, advertisements and publications issued by the Company, regardless of the means for transmission, the name of the Company should be preceded or followed by the following:
 - (i) the words "Shoperi me perjegjesi te kufizuar" or "Sh.p.k.",
 - (ii) its unique identification number (NIPT),
 - (iii) its registered seat,
 - (iv) the fact that the Company is under liquidation, if applicable, and
 - (v) the registered share capital of the Company and the paid capital of the Company.

Article 2. Legal Form of Company

DHE

STATUTI
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Shoqerise me Pergjegjesi te Kufizuar
" DEKRA Arbeit " Shpk

KAPITULLI I

Emri, Forma, Selia, Kohezgjatja

Neni 1. Data e Themelimit dhe Emri

- 1.1 Ne daten e nenshkrimit te ketij dokumenti themelohet shoqeria " DEKRA Arbeit " (ne vijim "Shoqeria"), e ndjekur ne menyre te pandashme nga shkurtimi "Shpk", cili perfaqeson formen ligjore te saj, si shoperi me perjegjesi te kufizuar.
- 1.2 Ortaket e Shoqerise ("Ortaket") gezojne perjegjesi te kufizuar deri ne limitin e kontributit perkates ne kapitalin e Shoqerise te perfaqesuar ne kuota.
- 1.3 Ne te gjitha dokumentat, saturat, njoftimet dhe botimet te leshuara nga Shoqeria, pavaresisht nga menyra e dergimit, emri i saj do te ndiqet ose do te shoqerohet nga :
 - (i) fjalet "Shoperi me Pergjegjesi te Kufizuar" ose "shpk",
 - (ii) numri i Identifikimit Personal Tatimor (NIPT) te saj,
 - (iii) adresa e regjistruar,
 - (iv) pasqyrimin e faktit qe shoqeria eshte ne procedura likuidimi, ne qoftese ky rast paraqitet, dhe
 - (v) Kapitalin e regjistruar te Shoqerise dhe kapitalin e paguar te Shoqerise.

Neni 2. Forma Ligjore

2.1. Shoqeria eshte nje entitet ligjor Shqiptar, dhe

<p>2.1 The Company is an Albanian legal entity, having the legal form of a limited liability Company (<i>shoperi me pergjegjesi te kufizuar</i>), as provided in the Law No. 9901, date 14.04.2008, “On the Entrepreneurs and the Commercial Companies” (the “Companies Law”).</p>	<p>ka formen ligjore te nje shoqerie me pergjegjesi te kufizuar (“shoperi me pergjegjesi te kufizuar”), ne pajtim me Ligjin nr. 9901, date 14.04.2008 “Per Tregtaret dhe Shoqerite Tregtare“ (“Ligji i Shoqerive“).</p>
<p>Article 3. <u>Company Headquarters</u></p>	<p>Neni 3. Selia</p>
<p>3.1. The legal seat of the Company is at: Murat Toptani Str., Eurocol Center, 4th floor, Tirane, Albania. The Company reserves the right to move its headquarters to another address and/or town in Albania. The Company may open branches and representative offices anywhere within or outside the Republic of Albania.</p>	<p>3.1. Selia e Shoqerise ndodhet ne adresen: Rr. Murat Toptani, Eurocol Center, Kati 4, Tirane, Shqiperi. Shoqeria ka te drejte te ndryshoje seline e saj ne nje adresë dhe/ose ne nje qytet tjeter te Shqiperise. Shoqeria mund te hape dege te saj ose zyra perfaqesimi kudo brenda ose jashte territorit te Republikes se Shqiperise.</p>
<p>Article 4. <u>Company Duration</u></p>	<p>Neni 4. Kohezgjatja</p>
<p>4.1. The duration of the Company is for an undetermined period of time.</p>	<p>4.1. Kohezgjatja e Shoqerise eshte e pacaktuar.</p> <p style="text-align: center;"><u>KAPITULLI II</u></p>
<p>CHAPTER II</p> <p>Article 5. <u>Company Objectives</u></p>	<p>Neni 5. Objekti i Shoqerise</p>
<p>5.1. The scope of the activity of the Company is to conduct any kind of commercial activity permitted under the Albanian law, especially the following:</p> <ul style="list-style-type: none"> a. Human Resources (Temporary work and Recruitment and Selection / Direct placement) o Market Research o Event and logistic services. 	<p>5.1. Objekti i aktivitetit te Shoqerise do te jetë te kryej cdo aktivitet tregtar te lejuar nga legjislacioni Shqiptar, vecanerisht sa me poshte:</p> <ul style="list-style-type: none"> a. Burime njerezore (punesim i perkohshem, perzgjedhje dhe rekrutim / Punesim direkt) b. Kerkim tregu c. Sherbime logjistike dhe organizimesh.
<p>Article 6. <u>Modification</u></p>	<p>Neni 6. Ndryshime</p>
<p>6.1. The Company reserves the right to modify its scope of activity at any time as provided by this Article of Association.</p>	<p>6.1. Shoqeria ka te drejte te ndryshoje objektin e veprimtarise se saj ne cdo kohe sic parashikohet ne kete Statut.</p> <p style="text-align: center;"><u>KAPITULLI III</u></p>
<p>CHAPTER III</p> <p>Capital and Quotas</p>	<p>Kapitali Themeltar; Kuotat e Kapitalit Themeltar</p>
<p>Article 7. <u>Capital</u></p>	<p>Neni 7. Kapitali Themeltar</p>
<p>7.1 The Capital of the Company is ALL 6.250.000 (EUR 50.000), fully subscribed and paid.</p>	<p>a. Kapitali i Shoqerise eshte ne total 6.250.000 Leke (50.000 Euro), plotesisht te nenshruara dhe te shlyera.</p>

<p>Article 8. Shareholders and their Quotas</p> <p>8.1 The Shareholder of the Company and quota held in the Company is as follows:</p> <p>(i) DEKRA Arbeit GmbH, a limited liability company established and registered in Italy, under registration number HRB 19560, with registered address at: Handwerkstr. 15, 70565 Stuttgart, Germany, (the "Founder"), which will own a share representing 100 % of the Company's quota capital;</p>	<p>Neni 8. <u>Ortaket e Shoqerise dhe Kuotat</u></p> <p>8.1 Ortaku i Shoqerise dhe kuota e zoteruar prej tij ne Shoperi jane si meposht :</p> <p>(i) DEKRA Arbeit GmbH, nje shoqeri me perjegjesi te kufizuar, e themeluar dhe regjistruar ne Itali, me numer regjistrimi HRB 19560, me adresë ne Handwerkstr. 15, 70565 Stuttgart, Germany ("Themeluesi"), qe zoteron një kuote qe perfaqesojne 100 % te kapitalit te Shoqerise.</p>
<p>Article 9. Decreasing or Increasing of the Capital</p> <p>9.1 The Capital can be increased or decreased according to the decisions made by the General Assembly of the Shareholders, in accordance with Chapter IV herein and the compulsory requirements of the Company Law.</p> <p>9.2 The capital will be increased by contributions in cash or in kind, as well as by including reserves (if any) or profits or converting debt into equity.</p> <p>9.3 The capital increase may take place by issuing new quotas or increasing the par value of the existing quotas. The quotas shall be subscribed and their par value shall be fully paid in.</p> <p>9.4 The capital increase shall not dilute the share of interest of the Shareholders in the capital of the Company, unless the Shareholders otherwise agree by an unanimous Shareholders' resolution.</p> <p>9.5 The Company cannot purchase any quota of its capital. However for the purpose of decreasing the capital of the Company, by the resolution on decreasing the capital the Shareholders may authorise the Administrator(s) to cause the Company to purchase the corresponding quotas or part thereof and subsequently annul them.</p>	<p>Neni 9. <u>Zvogelimi ose Zmadhimi i Kapitalit Themeltar</u></p> <p>9.1 Kapitali mund te zmadhohet ose zvogelohet me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me Kapitullin IV te ketij Statuti, dhe kerkesave te detyrueshme te Ligjt te Shoqerive.</p> <p>9.2 Zmadhimi i kapitalit mund te realizohet me ane te kontributeve ne para, me ane te kontributeve ne natyre ose me perfshirjen e rezervave (nese ka) dhe fitimit.</p> <p>9.3 Rritja e kapitalit do te behet me kuota te reja apo me rritjen e vleres se kuatave ekzistuese. Pjeset e reja te kapitalit themeltar do te nenshkruhen dhe vlera e tyre nominale do te paguhet plotesisht.</p> <p>9.4 Zmadhimi i kapitalit nuk do te dobesoje pjeset e interesit te Ortakeve ne Kapitalin e shoqerise, pervecse kur Ortaket do te bien dakord ndryshe me vendim unanim te Ortakeve.</p> <p>9.5 Shoqeria nuk mund te bleje asnje kuote te saj. Megjithate me qellim zvogelimin e kapitalit te Shoqerise, nepermjet vendimit per zvogelimin e kapitalit, Ortaket mund te autorizojne Administratorin/Administratoret te bejne blerjen e kuotat perkatese apo pjese te tyre dhe ti anulojne ato.</p>
<p>Article 10. Rights and Obligations of the Shareholders</p>	<p>Neni 10. <u>Te drejtat dhe detyrimet e Ortakeve</u></p> <p>10.1 Ortake Jane vetem ata te cilet zoterojne kuotat e</p>

<p>10.1 The Shareholders are only those who own quotas of the Company.</p> <p>10.2 Each Shareholder shall have voting rights in the General Assembly of the Shareholders (the "General Assembly") in proportion with the nominal value of the quota he owns. Each Shareholder shall have the right to choose and to be chosen in the leadership bodies, the right to participate in the distribution of the Company profits, as well as other rights provided according to the present Articles of Association, to any binding agreement among Shareholders and to the statutory provisions of the Company Law.</p> <p>10.3 The Shareholders will be given, on written request, information and data concerning the Company's activity at any time, including the right to inspect the Company's records and documents.</p> <p>10.4 The rights and obligations resulting from the ownership of Quotas are transferred to any new owners of such Quotas.</p> <p>10.5 The Company obligations are guaranteed through its capital, and the Shareholders can only be held liable within the limit of the quotas value they hold; the Shareholders have no liability in excess of their investment in capital of the Company (except for guarantees and loans they make).</p> <p>10.6 The Company cannot be held liable for debts or other personal obligations of its Shareholders.</p>	<p>Shoqerise.</p> <p>10.2 Cdo Ortak do te kete te dejta vote ne Asamblene e Pergjithshme te Ortakeve ("Asambleja e Pergjithshme") ne perpjestim me vleren nominale te kuotes qe zoteron. Cdo Ortak ka te drejten per te zgjedhur dhe per t'u zgjedhur ne organet drejtuese, te drejten per te marre pjese ne shperndarjen e fitimeve te Shoqerise, sikunder te drejtat e parashikuara nga ky Statut, per cdo marreveshje te detyrueshme ndermjet Ortakeve dhe dispozitave ligjore te Ligjit te Shoqerive.</p> <p>10.3 Ortakeve do t'u jepen, me kerkesa me shkrim, informacione dhe te dhena ne lidhje me aktivitetin e Shoqerise ne cdo kohe, duke perfshire te drejten qe te kontrollojn dokumentat dhe raportet e Shoqerise.</p> <p>10.4 Te drejtat dhe detyrimet qe rezultojne nga zoterimi i Kuotave, transferohen tek cdo zoterues i ri per keto Kuota.</p> <p>10.5 Detyrimet e Shoqerise jane te garantuara nga kapitali i saj, dhe Ortaket mundet vetem te mbajne pergjegjesi brenda limitit te vleres se kuotave qe ata zoterojne; Ortaket nuk mbajne pergjegjesi qe tejkalojne investimin e tyre perkatesisht ne kapitalin e Shoqerise (pavec garancive dhe huave qe ata realizojne).</p> <p>10.6 Shoqeria nuk mban pergjegjesi per borkhe ose detyrime te tjera te Ortakeve te tij.</p>
<p>Article 11. Transfer of Quotas</p> <p>11.1 Quotas can be freely transferred among Shareholders.</p> <p>11.2 In the event one Shareholder wishes to sell, transfer or otherwise dispose of part or all of its quota the other shareholder shall have the right to be preferred as buyer against all other buyers. If the Shareholder interested to purchase the quotas that are to be sold will have made his offer, and that offer will not have been accepted by the selling Shareholder, the selling shareholder will not be allowed to sell its share at a price that is lower than the price offered by Shareholder having the right to be preferred over the sale of the quotas.</p> <p>11.3 All transfer of quotas shall be done in accordance with the Companies Law and shall be registered in the National Center for Registration.</p>	<p>Neni 11. <u>Transferimi i pjeseve te Kapitalit</u></p> <p>11.1 Pjeset e kapitalit transferohen lirisht midis ortakeve.</p> <p>11.2 Ne rast se nje Ortak do te shese, transferoje, ose perdore ne menyra te ndryshme pjese apo te gjithe kuoten e tij Ortaku tjeter do te kete te drejten e parablerjes, kundrejt bleresve te tjere. Nese Ortaku me te drejte parablerejeje do te kete bere nje oferte dhe kjo oferte eshte refuzuar nga Ortaku qe shet, atehere Ortaku qe shet nuk do te kete te drejte ti shesi quoten tek nje bleres tjeter me cmim me te ulet se cmimi i ofruar nga Ortaku i preferuar.</p> <p>11.3 Cdo transferim i kuotave do te behet ne perputhje me dispozitat e Ligjit te Shoqerive dhe duhet te regjistrohet prane Qendres Kombetare te Regjistrimit.</p>

Asambleja e PergjithshmeCHAPTER IVGeneral AssemblyArticle 12. Powers

12.1. The General Assembly is the controlling body of the Company which makes decisions upon its activity and upon its economic and commercial policy.

Article 13. Convocation

13.1 The General Assembly shall be convened at least once a year.

13.2 The General Assembly has to be convened, in the event on the basis of the annual or interim accounts it results or there is a risk of resulting that the Company's assets will not cover its liabilities within the next 3 (three) months.

13.3 The General Assembly shall be convened where there is a proposal to sell or otherwise dispose of assets having a value that exceeds 5% of the Company's total assets, as shown in its latest audited financial statements. The General Assembly shall decide on the basis of a certified auditor's report submitted to such Assembly, unless the acquisition is made in a Stock Exchange or form part of the ordinary business of the Company

13.4 The General Assembly will be convened when the Company, within the first 2 (two) years after its registration, proposes to purchase assets which belong to a Shareholder and which value exceeds 5% of the Company's assets, as shown in its latest audited financial statements.

13.5 In circumstances set out in Article 13.3. and 13.4. above the General Assembly shall decide on the basis of a certified auditor's report submitted to such Assembly, unless the acquisition is made in a Stock Exchange or form part of the ordinary business of the Company.

13.6 The Shareholders shall meet quarterly with the

Neni 12. Kompetencat

12.1 Asambleja e Pergjithshme eshte organi drejtues i Shoqerise i cili merr vendimet mbi aktivitetin dhe politikat e saj ekonomike dhe tregtare.

Neni 13. Mbledhja e Asamblese se Pergjithshme

13.1 Asambleja e Pergjithshme duhet te mblidhet te pakten 1 (nje) here ne vit.

13.2 Asambleja e Pergjithshme thirret nese, sipas bilancit vjetor apo raporteve te nderimjetme financiare rezulton ose ekziston rreziku qe aktivitetet e Shoqerise nuk i mbulojne detyrimet e kerkueshme brenda 3 (tre) muajve ne vazhdim.

13.3 Asambleja e Pergjithshme thirret kur shoqeria propozon te shese apo te disponoje ne menyre tjeter aktive, asete te cilat kane nje vlore me te larte se 5% e te gjithe aseteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara. Asambleja e Pergjithshme do te vendose mbi bazen e raportit te ekspertit kontabel te autorizuar, qe do t'i paraqitet Asamblese, pervec rastit kur kjo blerje behet ne Burse ose ben pjesë ne veprimtarine e zakonshme tregtare te Shoqerise.

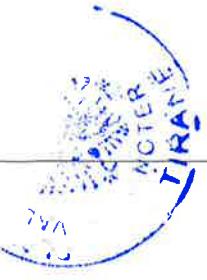
13.4 Asambleja e Pergjithshme thirret kur Shoqeria, brenda 2 (dy) viteve te para pas regjistrimit te saj propozon te bleje nga nje Ortak pasuri, qe kane vlore me te larte se 5% e aseteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara.

13.5 Ne rastet e parashikuara ne Nenet e mesiperme 13.3 dhe 13.4, Asamblese se Pergjithshme i paraqitet nje raport nga nje ekspert kontabel i autorizuar, i pavarur, pervec rastit kur kjo blerje behet ne Burse ose ben pjesë ne veprimtarine e zakonshme tregtare te Shoqerise.

13.6 Ortaket do te organizojne takime me

<p>Administrators to review the actions of the Administrators between the quarterly meetings, discuss on issues related to the Company administration and resolve on matters that are subject to the Shareholders approval, including the matters on which the Administrators fail to agree.</p>	<p>Administratoret cdo 3 (tre) muaj me qellim vleresimin e veprimeve te kryera nga Administratoret gjate ketij 3 (tre) mujori, diskutimin e ceshtjeve qe kane te bejne administrimin e Shoqerise dhe marrjen e vendimeve mbi ceshtjet qe jane objekt i aprovimit nga ana e tyre, perfshire ceshtje per te cilat Administratoret nuk bien dakord.</p>
<p>13.7 In circumstances set out in Articles 13.3. to 13.6. above, the General Assembly may pass an advisory resolution approving or condemning the conduct of the Administrators.</p>	<p>13.7 Ne rastet e parashikuara ne Nenet e mesiperme 13.3 dhe 13.6 Asambleja e Pergjithshme mund te miratoje nje rezolute keshilluese, duke miratuar apo bere verejtje per veprinatarine e Administratoreve.</p>
<p>Article 14. <u>Method of Convening</u></p>	<p>Neni 14. <u>Menyra e Thirrjes</u></p>
<p>14.1. The General Assembly can resolve on the matters set for resolution by it through convocations in meeting or by way of written consultations.</p>	<p>14.1 Asambleja e Pergjithshme thirret te vendose per ceshtjet e shtruara perpara saj nepermjet thirrjes se mbledhjeve ose nepermjet konsultave me shkrim.</p>
<p>14.2. The General Assembly can be convoked by one of the Administrators, or by any of the Shareholders.</p>	<p>14.2 Asambleja e Pergjithshme mund te thirret nga nje prej Administratoreve ose nga cdonjeri prej Ortakeve.</p>
<p>14.3. The General Assembly shall take place in the registered legal seat of the Company, in the seat of a branch in Tirana, Albania or at any city or province of the world that the Shareholders may agree. The selected location, date and time to hold such meeting as well as the agenda of the said meeting shall be notified to the Shareholders by means of registered mail or electronic mail at least 7 (shtate) days prior to the meeting. Where the General Assembly has not been convened in conformity with this paragraph, the General Assembly may adopt decisions only if all the Shareholders agree.</p>	<p>14.3 Asambleja e Pergjithshme mblidhet ne seline e Shoqerise, ne seline e nje dege te Tiranes, Shqiperi apo ne cdo qytet apo province te botes sic bihet dakord midis Ortakeve. Vendi i zgjedhur, data dhe ora e ketyre takimeve si dhe rendi i dites perkates i mbledhjeve u njoftohet Ortakeve me poste te regjistruar te pakten 7 (shtate) dite para mbledhjes. Ne rast se Asambleja e Pergjithshme nuk eshte thirrur ne perputhje me kerkesat e ketij paragrafi, kjo e fundit mund te marre vendime te vlefshme vetem ne rast se te gjithe Ortaket bien dakort.</p>
<p>14.4. Any Shareholder has the right to be represented by another person in compliance with Article 85 of the Company Law</p>	<p>14.4 Secili prej Ortakeve gezon te drejten te perfaqesohet nga nje person tjeter ne perputhje me Nenin 85 te Ligjt te Shoqerive.</p>
<p>14.5. The Shareholders recognize and agree to the right to resolve on the Company in written form. The proposed resolution together with the documentation that supports the resolutions shall be sent to the Shareholders by mail, courier, telecopy or secure electronic means. The Shareholder(s) shall resolve on the resolution within 15 (fifteen) days from the date the written</p>	<p>14.5 Ortaket pranojne dhe bien dakord me te drejten per te marre vendime ne lidhje me Shoqerine ne forme te shkruar. Rezoluta e propozuar se bashku me dokumentacionin mbeshtetes do t'u dergohet Ortakeve me poste, korrier, telecopy ose menyra te tjera elektronike te sigurta. Ortaku(et) do te marrin vendim per rezoluten perkatese brenda nje periudhe prej 15</p>

<p>resolution has been delivered to the Shareholders. The Shareholder(s) approve the resolution by returning a signed copy of the written resolution to the Administrator(s) of the Company. The dissenting Shareholder shall express its objection to the resolution in written and return it to the Administrator(s) of the Company. The written resolution is deemed to be passed if it has been approved by the required majority in compliance with Article 12, above.</p>	<p>(pesembedhjetë) ditesh nga dita qe ju eshte dorezuar rezolutaet Ortaku(et) miratojne rezoluten duke i kthyer Administratorit(eve) te Shoqerise nje kopje te firmosur te rezolutes me shkrim. Ortaket te cilet nuk jane dakord me rezoluten shprehin me shkrim kundershtite e tyre ne lidhje me rezoluten dhe i'a kthejne ate Administratorit(eve) te Shoqerise. Rezoluta me shkrim konsiderohet e miratuar nese aprovohet nga shumica e kerkuar ne perputhje me Nenin 12, me siper.</p>
<p>14.6. Each Shareholder has the right to vote according to his quota capital.</p>	<p>14.6. Secili prej Ortakeve ka te drejten te votoje ne perputhje me kuoten e zoteruar prej tij ne kapitalvote.</p>
<p>14.7. The following resolutions require the approval vote of the shareholders owning at least 75 % of the capital of the Company:</p>	<p>14.7. Vendimet e meposhtme do te miratohen me miratimin e Ortakeve qe zoterojne te pakten 75% te kapitalit te Shoqerise:</p>
<ul style="list-style-type: none"> (i) Payment of any dividends in cash or in kind to the Shareholders of the Company; (ii) Signature of any finance agreements relating to the Company or issuance of any debt instruments by the Company; (iii) Acquisition of any quotas or other interest in any business or undertaking; (iv) Increasing or decreasing the Company's capital set out in Article 7 of this Agreement; (v) Changes or amendments of these Articles of Association; and (vi) Liquidation or dissolution of the Company. 	<ul style="list-style-type: none"> (i) Pagesa e cdo dividenti ne kesh apo natyre Ortakeve te Shoqerise; (ii) Nenshkrimi i marreveshjeve financiare ne lidhje me Shoqerine apo nxjerra e instrumentave te borxhit nga Shoqeria; (iii) Blerja e cfareddolloj kuote apo interesи tjerter ne cdo biznes dhe sipermarje; (iv) Zmadhimi dhe zvogelimi i kapitalit te Shoqerise sic eshte percaktuar ne Nenin 7 te kesaj Marreveshje; (v) Ndryshime dhe amendime te ketij Statuti; dhe (vi) Likuidimi apo shperndarja e Shoqerise.
<p>14.8. There where the law requires so, certain Shareholder's resolution shall be notarized by an Albanian public notary. In case such resolutions are issued outside the Republic of Albania, they shall abide by the requirements of the Albanian law on the recognition of foreign documents in the republic of Albania (i.e. undergo the super-legalization or apostilling procedures, depending on the country of issuance).</p>	<p>14.8. Atehere kur ligji e kerkon kete, rezolutat e Ortakeve duhet te noterizohen nga nje noter publik Shqiptar. Ne rast se keto rezoluta miratohen jashte Republikes se Shqiperise, ato duhet t'i nenshtrohen kerkesave te ligjit Shqiptar per njohjen e dokumenteve te huaja ne Republiken e Shqiperise (dmth duhet t'i nenshtrohen procedures se superlegalizimit ose apostillimit, ne varesi te vendit ku leshohen).</p>
<p>14.9. The Shareholders shall be notified on the General Assembly and the content of the meeting agenda.</p>	<p>14.9. Ortaket do te njoftohen per Asamblene e Pergjithshme dhe permajtjen e axhendes se</p>
<p>14.10. The Administrators shall keep the minutes of each General Assembly meeting in compliance with Article 90 of the Company Law.</p>	

 <p>Article 15. <u>Exclusion of Voting Rights</u></p> <p>15.1. A Shareholder is not allowed to vote in the event the General Assembly is resolving on:</p> <ul style="list-style-type: none"> (i) Evaluating the performance of such Shareholder; (ii) Canceling the obligations of such Shareholder; (iii) The Company initiating a claim against such Shareholder; (iv) Granting or not any new benefit to such Shareholder. <p>15.2. Where such Shareholder is represented by a proxy, the proxy shall be deemed to be in the same position regarding conflicts of interest as the Shareholder it represents.</p>	<p>takimit.</p> <p>14.10. Administratoret duhet te mbajne procesverbalet e cdo mbledhjeje te Asamblese se Pergjithshme, ne perputhje me kerkesat e Nenit 90 te Ligjt te Shoqerive.</p> <p>Neni 15 <u>Perjashtimi nga e drejta e votes</u></p> <p>15.1 Nje Ortak perjashtohet nga e drejta e votes ne rastin kur Asambleja e Pergjithshme eshte duke vendosur mbi:</p> <ul style="list-style-type: none"> (i) Vleresimin e veprimtarise se ketij Ortaku. (ii) Shuarjen e ndonje detyrimi ne ngarkim te tij. (iii) Ngritjen e nje padie kunder tij, nga Shoqeria. (iv) Dhenien ose jo te perfitimeve te reja. <p>15.2 Kur ky Ortak eshte i perfaquesuar nga nje perfaquesues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konflikt interes i sikunder ortaku te cilin perfaqeson.</p>	
<p>CHAPTER V</p> <p>Board of Administrators</p> <p>Article 16. <u>The Board of Administrators</u></p> <p>16.1. The Company is managed by an Administrator. The Administrators can be of any nationality and need not be Albanian residents.</p> <p>16.2. Mr. Daniele Divjanovic, born on 23.04.1966, in Zagreb, Croatian citizen, resident at Ulica Alojzija Stepinca 18, Samobor, Croatia, bearer of the passport number 040025172, shall be the Administrator of the Company.</p> <p>16.3. The duration of the appointment of the Administrators is for 5 (five) years, from the moment it obtains legal effect (i.e. registration with the National Center for Registration) with the</p>		<p>KREU V</p> <p>Administratoret</p> <p>Neni 16. <u>Bordi i Administratoreve dhe kompetencat</u></p> <p>16.1 Shoqeria drejtohet nga Administratori. Administratoret mund te jene ze cdo kombesie dhe nuk eshte e nevojshme te jene rezidente ne Shqiperi.</p> <p>16.2 Z. Daniele Divjanovic, lindur me 23.04.1966 ne Zagreb, shtetas kroat, me banim ne Ulica Alojzija Stepinca 18, Samobor, Croatia, me pasaport no. 040025172, do te jete Administratori i Shoqerise.</p> <p>16.3 Kohezgjatja e funksionit te Administratoreve eshte per nje periudhe prej 5 (pese) vjetesh, duke filluar qe nga momenti kur kjo detyre merr fuqi ligjore (dmth regjistrimi prane</p>

<p>possibility for re-election.</p> <p>16.4 Upon acceptance of their appointment, the Administrator(s) shall acknowledge that their relationship with the Company is on a fiduciary basis; in this respect the decision to remove them by means of a resolution of the Shareholders is deemed a legitimate reason for dismissal, in compliance with the applicable laws.</p> <p>16.5 The Shareholders have the power to terminate by simple majority the appointment of the Administrators.</p> <p>16.6 There where for the conclusion, termination or amendment of transactions/ contract/s for which the Administrators fail to jointly agree the case will be referred to the Shareholders.</p> <p>16.7 There where allowed by and in compliance with the Albanian law or any other law where the acts of the Administrator(s) shall take effect, the Administrator(s) shall have the right to take decisions within the scope of its duty without being physically present in Albania or the Company's premises. The Company shall reimburse the Administrator(s) for reasonable travelling expenses related to the obligatory physical presence of the Administrator(s) at a location which is not within the city of residence of the Administrator(s).</p>	<p>Qendres Kombejare te Regjistrimit), me te drejtë ripërteritje te ketij mandati.</p> <p>16.4 Menjehere pas pranimit te emerimit te tyre, Administratori(et) njohin se mardhenia e tyre me Shoqerine ndertohet mbi baza mirebesimi; lidhur me kete vendimi per heqjen e tyre nepermjet nje rezolute te Ortakeve gjykohet si arsy e ligjshme per shkarkimin e tyre, ne perputhe me ligjet perkatese.</p> <p>16.5 Ortaket kane te drejten te shkarkojne Administratoret me shumice te thjeshte votash.</p> <p>16.6 Nese Administratoret e Shoqerise nuk arrijne te bien ne nje mendim te perbashket lidhur me mbylljen, perfundimin ose ndryshimin e transaksioneve, kontratave apo veprimeve te tjera, ceshtja do te referohet tek Ortaket.</p> <p>16.7 Per aq sa eshte e lejueshme dhe ne perputhje me legjislacionin Shqiptar ose me cdo legjislacion ku aktet e Administratorit(eve) kane fuqi vepruese, Administratori(et) kane te drejten te marrin vendime ne lidhje me detyrat e tyre pa qene fizikisht present ne Shqiperi ose ne ambientet e Shoqerise. Shoqeria u rimburson Administratorit(eve) shpenzimet e arsyeshme gjate udhetimeve lidhur me prezencen e detyrueshme te Administratoret(eve) ne vende qe nuk jane brenda qytetit te residences se Administratorit(eve).</p>
<p>Article 17. <u>The Powers and Duties</u></p> <p>17.1. The powers of the Administrator representing the Company shall for this purpose include the powers to:</p> <ul style="list-style-type: none"> (i) Convoke the General Assembly in cases envisaged by Article 13; (ii) Manage the Company's business by implementing the policies and plans defined by the General Assembly; (iii) Represent the Company; (iv) Ensure that the necessary accountancy books and documents are properly 	<p>Neni 17. <u>Kompetencat dhe detyrimet</u></p> <p>17.1 Kompetencat e Administratorit ne kuader te perfaqesimit te Shoqerise perfshijne:</p> <ul style="list-style-type: none"> (i) Thirrjen e Asamblese se Pergjithshme, ne rastet e specifikuara ne Nenin 13. (ii) Menaxhimin e aktivitetit tregtar te shoqerise nepermjet implementimit te politikave dhe planeve te percaktuara nga Asambleja e Pergjithshme. (iii) Perfaqesimin e Shoqerise. (iv) Kujdesin per mbajtjen ne menyre te pershatshme te dokumentave dhe librave

	<p>maintained;</p> <p>(v) Provide for and sign the annual statement of accounts and consolidated accounts and the performance report, together with the proposals to the General Assembly for the distribution of profits;</p> <p>(vi) Submit Company's data to be registered to the National Registration Centre where applicable;</p> <p>(vii) Report to the General Assembly with respect to the implementation of business policies and to the realization of transactions of particular importance for Company performance;</p> <p>(viii) Perform other duties set by law or the Shareholders from time to time.</p>	<p>kontabel te Shoqerise.</p> <p>(v) Pergatitjen dhe firmosjen e bilancit vjetor, bilancit te konsoliduar dhe raportit te ecurise se veprimtarise se bashku me propozimet per shperndarjen e fitimeve qe i paraqiten per miratim Asamblese se Pergjithshme.</p> <p>(vi) Kryejne regjistrimet dhe dergojne te dhenat e Shoqerise prane Qendres Kombetare te Regjistrimit, kur eshte e nevojshme.</p> <p>(vii) Raportimin perpara Asamblese se Pergjithshme, lidhur me zbatimin e politikave tregtare dhe me realizimin e veprimeve te posacme me rendesi te vecante per veprimtarine e Shoqerise.</p> <p>(viii) Kryerjen e detyrave te tjera te caktuara ne ligj dhe nga Ortaket.</p>
17.2	The Administrator(s) shall supervise and ensure that the officers, agents, employees, the auditors and advisers of the Company act with due care and in the best interest of the Company. For those persons that are appointed by the Shareholders the Administrator(s) shall report to the Shareholder(s).	17.2 Administratori(et) mbikqyrin dhe sigurojne qe zyrtaret, agjentet, te punesarit, auditoret dhe keshilltaret e Shoqerise te veprojne me kujdesin e duhur dhe te mbrojne sa me mire interesat e Shoqerise. Administratori(et) duhet te raportojne tek Ortaket ne lidhje me personat te cilet emerohen nga Ortaket.
Article 18	<u>The Fiduciary Duties and Liability</u>	Neni 18 <u>Detyrimi i besnikerise dhe perjegjesia</u>
18.1.	<p>In addition to the general and fiduciary duties expressed by Articles 14, 15, 16, 17 and 18 of the Company Law, the Administrators must:</p> <ul style="list-style-type: none"> (i) Perform their duties established by law or these Articles of Association in good faith in the best interests of the Company as a whole which includes the environmental sustainability of its operations; (ii) Exercise powers granted to them by law or these Articles of Association only for the purposes established therein; (iii) Give adequate consideration to matters to be decided; (iv) Avoid actual and potential conflicts between their own personal interests and those of the Company; (v) Exercise reasonable care and skills in the performance of their functions. 	<p>18.1 Pervec sa eshte parashikuar ne dispozitat e perjithshme te detyrimit te besnikerise, sipas Neneve 14, 15, 16, 17 e 18 te Ligjt te Shoqerive, Administratoret detyrohen:</p> <ul style="list-style-type: none"> (i) te kryejne detyrat e tyre e percaktuara ne ligj ose ne kete Statut ne mirebesim e ne interesin me te mire te Shoqerise ne teresi, duke i kushtuar vemendje te vecante ndikimit te veprimtarise se Shoqerise ne mjesid; (ii) te ushtrojne kompetencat qe u njihen me ligj ose nga ky Statut, vetem per arritjen e qellimeve te percaktuara ne keto dispozita; (iii) te vleresojne me perjegjesi ceshtjet per te cilat merret vendim; (iv) te parandaloje dhe menjanoje rastet e konfliktit, prezent apo te mundshem, te interesave personale me ato te Shoqerise; (v) te ushtrojne detyrat e tyre me profesionalizem dhe kujdesin e nevojshem
18.2.	The Administrators may be held liable for any action or failure to act unless the action or omission was made in good faith, based upon	18.2 Administratoret gjate kryerjes se detyrave te tyre perjigjen kundrejt Shoqerise per cdo veprim apo mosveprim, qe lidhet ne menyre te

<p>reasonable inquiry and information, and rationally related to the purposes of the Company.</p> <p>18.3. In case of violation of duties and the standard of diligence referred to in Article 18.1. and Article 18.2, an Administrator has to compensate the Company for any damage which occurred due to the violation. He shall also pass over to the Company any personal profits made in violation of his duties. He has the burden of proving compliance with the duties and standards. In case the violation has been committed by more than one Administrators, all the Administrators in question are jointly and severally liable.</p> <p>18.4. In particular, the Administrator is obliged to compensate the Company for damages, resulting from carrying out following actions in breach of the Company Law:</p> <ul style="list-style-type: none"> (i) Redistribute the contributions to the Shareholders; (ii) Pay interests or dividends to the Shareholders; (iii) Distribute the Company's assets; (iv) Allow the Company to continue to do business when it should be foreseen that it will not be able to pay its debts; (v) Grant loans. 	<p>arsyeshme me qellimet e Shoqerise, me perjashtim te rasteve kur, ne baze te hetimit dhe vleresimit te informacioneve perkatese, veprim apo mosveprim eshte kryer ne mirebesim.</p> <p>18.3. Ne rast te shkeljes se detyres dhe standarteve profesionale, sipas pikave 18.1 dhe 18.2 te ketij Neni, Administratori eshte i detyruar te demshperbleje Shoquerine, per demet qe rrjedhin nga kryerja e shkeljes, si dhe t'i kaloje Shoqerise cdo fitim personal qe ka realizuar gjate kryerjes se ketyre veprimeve te parregullta. Ai ka barren e proves per te vertetuar se kryen detyrat e tij ne rregull dhe sipas standarteve. Kur shkelja eshte kryer nga me shume se nje Administrator ata pergjigjen ndaj Shoqerise ne menyre solidare.</p> <p>18.4. Ne vecanti, Administratori eshte i detyruar te demshperbleje Shoquerine, per demet, neqoftese ne kundershtim me Ligjin e Shoqerive kryen veprimet e meposhtme:</p> <ul style="list-style-type: none"> (i) i kthen Ortakeve kontributet; (ii) i paguan Ortakeve interesa apo dividente; (iii) i shperndan asetet Shoqerise; (iv) lejon qe Shoqeria te vazhdoje aktivitein e saj, kur duhet ta kishte parashikuar qe kjo e fundit nuk do te kishte aftesi paguese per te shlyer detyrimet e saj; (v) jep hua.
<p><u>CHAPTER VI</u></p> <p><u>Company Financial Administration</u></p> <p>Article 19. <u>Certified public accountant</u></p> <p>19.1. The Shareholders may appoint a certified public accountant to serve the Company.</p> <p>19.2. The auditors shall carry out the auditing functions in accordance with Albanian law.</p>	<p><u>KREU VI</u></p> <p><u>Administrimi Financiar i Shoqerise</u></p> <p>Neni 19. <u>Eksperti Kontabel i Autorizuar</u></p> <p>19.1. Ortaket mund te caktojne ekspertin kontabel te autorizuar per ti sherbyer Shqoqerise.</p> <p>19.2. Ekspertet duhet te kryejne funksionet audituese ne perputhje me legjislacionin shqiptar.</p>
<p><u>CHAPTER VII</u></p> <p><u>Company Activity</u></p> <p>Article 20. <u>Economic-Financial Year</u></p>	<p><u>KREU VII</u></p> <p><u>Aktiviteti Shoqerise</u></p> <p>Neni 20. <u>Viti ekonomiko-financiar</u></p> <p>20.1. Viti ekonomiko-financiar fillon ne diten e</p>

<p>20.1. The economic-financial year starts on the first day of January and ends on the 31st day of December of each year. The first financial year starts on the date of the Company foundation.</p>	<p>pare te muajit Janar dhe perfundon ne diten e 31-t te muajit Dhjetor te secilit vit. Viti i pare financiar nis ne daten e themelimit te Shoqerise.</p>
<p>Article 21. <u>Bookkeeping</u></p>	<p>Neni 21. <u>Mbajtja e Llogarive</u></p>
<p>21.1. The Company will carry out the bookkeeping in Lek and in foreign currency.</p>	<p>21.1 Shoqeria do te mbaje llogarite ne Leke dhe ne monedhe te huaj.</p>
<p>Article 22. <u>Profit Computation and Distribution</u></p>	<p>Neni 22. <u>Llogarita dhe Shprendarja e Fitimit</u></p>
<p>22.1. The Company Profit is established on the basis of the balance sheet approved by the General Assembly. Distributions will be determined by the General Assembly in accordance with these Articles of Association, the Shareholders' agreement and the applicable laws.</p>	<p>22.1 Fitimi i Shoqerise percaktohet ne baze te bilancit te aprovuar nga Asambleja e Pergjithshme. Shperndarja e fitimit do te caktohet nga Asambleja e Pergjithshme ne perputhje me Statutin, marreveshjen e Ortakeve dhe me ligjet e zbatueshme.</p>
<p>22.2. From the annual profit, a reserve fund is to be established according to the stipulations of Albanian law for compulsory reserve funds.</p>	<p>22.2 Nga fitimet vjetore, do te caktohet nje fond rezerve ne perputhje me kushtet e legjislacionit Shqiptar per fondin rezerve te detyrueshem.</p>
<p>22.3. In compliance with the Company Law, the Company may make a distribution to the Shareholders only in the event after the payment of such distributions:</p> <ul style="list-style-type: none"> (i) the Company's assets will fully cover its liabilities, and (ii) the Company will have sufficient liquid assets to make payments of its liabilities as they fall due in the next 12 (twelve) months. 	<p>22.3 Ne baze te Ligjit per Shoqerite, Shoqeria mund te shperndaje fitimin tek Ortaket vetem nese pas kesaj shperndarje:</p> <ul style="list-style-type: none"> (i) asetat e Shoqerise mbulojne teresish detyrimet e kesaj te fundit; (ii) Shoqeria ka aktive likuide te mjaftueshme per te shlyer detyrimet qe behen te kerkueshme brenda 12 (dymbedhjete) muajve te ardhshem.
<p>22.4. The Administrators shall issue a 'solvency certificate', which explicitly confirms that the proposed distribution meets the valuation as of Article 22.3 above. Where the accounts of the Company indicate that the proposed distribution cannot meet the valuation of Article 22.3. above, the Administrators may not issue the solvency certificate.</p>	<p>22.4 Administratoret leshojne nje certifikate te aftesise paguese, e cila konfirmon shprehimisht se shperndarja e propozuar e dividendeve permbush kerkesat e Nenit 22.3 me siper. Ndersa kur gjendja e Shoqerise tregon se shperndarja e propozuar e dividendeve nuk i permbush keto kriterie parashikuar ne Nenin 22.3 me siper, Administratoret nuk mund ta leshojne kete certifikate.</p>
<p>22.5. The Administrators are responsible to the Company for the correctness of the solvency certificate.</p>	<p>22.5 Administratoret pergjigjen ndaj Shoqerise per vertetesine e certifikates se aftesise paguese.</p>

<p><u>Modification of the Legal Form; Dissolution</u></p> <p>Article 23. <u>Modification of the Legal Form</u></p> <p>23.1. The legal form of the Company can be changed upon a decision of the General Assembly in accordance with the respective provisions of the Albanian Law.</p> <p>23.2. The new Company will fulfil all registration procedures legally required in Albania.</p> <p>Article 24. <u>Company Dissolution</u></p> <p>24.1. The Company can be dissolved under the following circumstances:</p> <ul style="list-style-type: none"> (i) As result of the expiration of the period for which it was established; (ii) By decision of the General Assembly; (iii) By opening of an insolvency procedure; (iv) If it has not carried out any business activities for 2 (two) years and has not notified its inactive status in accordance with paragraph 3 of Art. 43 of Law No. 9723 ‘On the National Centre for Registration’; (v) By court decision; (vi) For other reasons to be provided for by the Shareholders from time to time. <p>24.2. The Administrator(s) shall report the dissolution to the National Centre for Registration in accordance with Art. 43 of Law No. 9723 on the National Centre for Registration. In case of dissolution by court decision, the court shall transmit the decision to the National Centre for Registration for registration in accordance with Art. 45 of Law No. 9723 on the National Centre for Registration.</p> <p>CHAPTER IX</p> <p>Miscellaneous</p> <p>Article 25. <u>Withdrawal of a Shareholder</u></p>	<p><u>Modifikimi i Formes Ligjore; Prishja</u></p> <p>Neni 23. <u>Modifikimi i Formes Ligjore</u></p> <p>23.1 Forma ligjore e Shoqerise mund te ndryshoje me vendim te Asamblese se Pergjithshme ne perputhje me dispozitat respektive ne Legjislacionin Shqiptar.</p> <p>23.2. Shoqeria e re do te permbothe te gjitha procedurat ligjore te regjistrimit ne Shqiperi.</p> <p>Neni 24. <u>Prishja e Shoqerise</u></p> <p>24.1 Shoqeria mund te prishet ne rrethanat e meposhtme:</p> <ul style="list-style-type: none"> (i) si pasoje e perfundimit te kohezgjatjes per te cilin ishte themeluar; (ii) me vendim te Asamblese se Pergjithshme; (iii) hapje e nje procedure falimentimi; (iv) nese nuk ka kryer veprimtari tregtare per 2 (dy) vjet dhe nuk eshte njofteuar pezullimi i veprimtarise ne perputhje me pikën 3 te nenit 43 te Ligjit nr.9723, date 3.05.2007 “Per Qendren Kombetare te Regjistrimit”; (v) me vendim gjykate; (vi) per arsyte tjera te parashikuara nga Ortaket ne cdo kohe. <p>24.2 Administratori(et) registrojne prishjen e Shoqerise prane Qendres Kombetare te Regjistrimit ne perputhje me nenin 43 te Ligjit nr.9723, date 3.05.2007 “Per Qendren Kombetare te Regjistrimit”. Ne rast se prishja e Shoqerise behet me me vendim gjykate, gjykata, ne perputhje me nenin 45 te Ligjit nr.9723, date 3.05.2007 “Per Qendren Kombetare te Regjistrimit”, ia njoftimin vendimin kesaj te fundit per regjistrim.</p> <p>KREU IX</p> <p>Te ndryshme</p> <p>Neni 25. <u>Largimi i Ortakut</u></p>
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<p>25.1. The withdrawal and the expulsion of one of the Shareholder, as well as its consequences shall take place in compliance with articles 101, 102 and 103 of the Company Law.</p> <p>Article 26. <u>Other</u></p> <p>26.1. All other issues not specifically provided for in these Articles of Association shall be subject to the provisions of the Company Law.</p>	<p>25.1 Largimi dhe perjashtimi i nje Ortaku, si dhe pasojat qe kjo sjell, do te rregullohen nga dispozitat nr. 101, 102, 103 te Ligjit te Shoqerive</p> <p>Neni 26 <u>Te tjera</u></p> <p>26.1 Cdo ceshje tjeter, e cila nuk eshte permendur ne kete statut, do te rregullohet nga dispozitat e Ligjit per Shoqerite.</p>
<p>Signature of the Founder</p>	<p>Nenshkrimi i Themeluesit</p>
<p>For / Per DEKRA Arbeit GmbH Authorized with power of attorney / me prokure Ornella Balla</p> <p><i>Ornella Balla</i> </p> <p>Data 21.11.2018</p>	



REPUBLIKA E SHQIPERISE
Notere: Valbona SELIMI
Rruga Hoxha Tahsim, Godina nr.292, Tirane
Mob. 0695761243; email: valbona.syri@gmail.com



Nr. 5028 Rep.

VERTETIM NENSHKRIMI

Vertetohet se sot, me daten 21.11.2018, para meje noteres Valbona Selimi, anetare e Dhomes se Notereve Tirane, me zyre noteriale ne Rr. Hoxha Tahsim, Godina nr. 292, kati I, Tirane, u paraqit personalisht:

1. **Znj. Ornella Balla**, e bija e Pellumbit, lindur me 16.04.1978 ne Tirane, banuese ne Tirane, Shqiperi, mbajtese e kartes se indentitetit me nr.024934601 e nr.personal H85416142G,

e cila para meje noteres nenshkroi aktin e themelimit e statutin e shoqerise DEKRA Arbeit SHPK, bashkelidhur ketij vertetimi.

Ky vertetim leshohet nga une noterja ne baze te neneve 39/c e 55 te ligjit 'Per noterine' dhe udhezimit nr.7203 date 16.09.2009, pika 2 te Ministrit te Drejtësise.

VALBONA SELIMI / NOTERE

