AKT THEMELIMI
I SHOQERISE ME PERGJEGJESI TE KUFIZUAR
"PELIKAN ENERGY" Sh.p.k.

Sot me date 31/10/2023 (dymije e njezet e tre), palet e meposhtme:

PROXENOS INTERNATIONAL HOLDINGS LLC, nje shoqeri e se drejtes amerikane, e regjistruar ne Shtetin e Daleware, me adrese: 16192 Coastal Highway, Lewes, Daleware 19958, County of Sussex, SHBA, e perfaqsuar nga **Christian Porth**, shtetas amerikan, lindur me 18.05.1982 ne New York, SHBA, mbajtes i pasaportes me nr.A03483874.

MEOS RENEWABLE ENERGY SOLUTIONS LTD, nje shoqeri e se drejtes angleze, e regjistruar ne Mbreterine e Bashkuar, me nr.15037741, adrese: 128, City Road, Londer, EC1V 2NX, e perfaqsuar nga **Marin Metsel**, shtetas britanik, lindur me 21.01.1992 ne Tirane, mbajtes i pasaportes britanike me nr.127290629.

AGRO ILIRIA GROUP shpk, nje shoqeri e se drejtes shqiptare, e regjistruar prane QKB me NIPT L51320033L, me seli ne Tirane, Njesia Bashkiake Nr.11, Rruga e Durresit, Sheshi Karl Topia, Kulla Nr.3, Kati i 2, e perfaqsuar nga Administratori **Shpetim Oseku**, lindur me 09.08.1956, lindur ne Tirane mbajtes i leternjoftimit me numer personal F60809063R.

Te cilet ka vendosur te nenshkruaje Aktin e Themelimit te meposhtem te nje shoqerie me pergjegjesi te kufizuar (me poshte "Shoqeria"), aktiviteti i se ciles rregullohet nga legjislacioni shqiptar ne fuqi dhe Statuti i saj, i cili eshte pjese perberese e ketij akti.

Neni 1 - Emertimi

Emertimi i Shoqerise eshte "**PELIKAN ENERGY**" Sh.p.k.

MEMORANDUM OF INCORPORATION
OF THE LIMITED LIABILITY COMPANY
"PELIKAN ENERGY" Sh.p.k.

Today, on 31/10/2023 (two thousand twenty three) the following parties:

PROXENOS INTERNATIONAL HOLDINGS LLC, an American company, registered in the State of Daleware, address: 16192 Coastal Highway, Lewes, Daleware 19958, County of Sussex, USA, duly represented by **Christian Porth**, american citizen, born on 18.05.1982 in New York, USA, holder of passport no.A03483874.

MEOS RENEWABLE ENERGY SOLUTIONS LTD, a British company, registered in UK with company number 15037741, address: 128, City Road, Londer, EC1V 2NX, duly represented by **Marin Metsel**, British citizen, born on 21.01.1992 in Tirana, holder of british passport no. 127290629.

AGRO ILIRIA GROUP shpk, an Albanian company, registered at NBC with NIPT L51320033L, seat in Tirana, Njesia Bashkiake Nr.11, Rruga e Durresit, Sheshi Karl Topia, Kulla Nr.3, Kati i 2, duly represented by Administrator **Shpetim Oseku**, born on 09.08.1956 in Tirana, holder of ID personal no. F60809063R.

who, decide to sign this Memorandum of Incorporation of a Limited Liability Company (hereinafter the "Company"), whose activity will be performed pursuant to the Albanian legislation in force and its Articles of Association, which constitutes an integral part of this act.

Article 1 - Company's Name

The denomination of the Company is "**PELIKAN ENERGY**" Sh.p.k.

Neni 2 - Selia

Selia e Shoqerise eshte ne Tirane, Shqiperi, Njesia Bashkiake Nr.5, Rruga Ibrahim Rugova, Ndërtesa 40, Hyrja 2 Kati 2 1001.

Article 2 – Registered Office

The registered office of the Company is in Tirana, Albania, Njesia Bashkiake Nr.5, Rruga Ibrahim Rugova, Ndërtesa 40, Hyrja 2 Kati 2 1001.

Neni 3 - Kohezgjatja

Kohezgjatja e veprimtarise se Shoqerise do te jete do te jete me nje afat te pacaktuar.

Article 3 – Duration

The duration of the Company is unlimited.

Neni 4 – Objekti i shoqerise

Shoqeria ka per objekt kryerjen e të gjitha aktiviteteve tregtare në përputhje me dispozitat ligjore shqiptare në fuqi. Me specifikisht:

- Studim, projektim, zbatim, prodhim dhe tregtim i energjise elektrike nga burime alternative si sistemet fotovoltaike, parqet e eres, termocentralet, biomasa etj.
- Implementimi dhe menaxhimi i projekteve gjeneruese (fotovoltaike, eolike, hidrike) te energjise elektrike, te cilat shfrytezojne burimet e rinovueshme te energjise elektrike si dielli, era, uji si dhe i veprave te tyre ndihmese. Perfshire dhe pa u kushtezuar vetem ne marrjen e te gjitha lejeve, licensave dhe autorizimeve paraprake/perfundimtare, institucionet përgjegjëse shtetërore (qofshin keto organe Qendrore apo Vendore), apo private te cilat mundesojne zhvillimin e ketyre aktiviteteve ne menyre te qete dhe ne perputhje me kuadrin ligjor ne fuqi ne Republiken e Shqiperise.
- Shitja me shumice dhe pakice e energjise elektrike tek operatoret, furnizuesit, tregtaret, konsumatoret e energjise elektrike (vendas apo te huaj), si dhe ne Bursen Shqiptare te Energjise Elektrike (ALPEX), apo Bursa te tjera te energjise jashte vendit.
- Pervec sa me siper, Shoqeria mund te kryeje cdo aktivitet qe lidhet direkt ose indirekt, qe eshte rezultat ose lidhet me objektin e mesiperm. Per arritjen e qellimit te mesiperm, Shoqeria mund

Article 4 – Object of Activity

The object of activity of the Company is performing all commercial activities in accordance with the Albanian legal provisions in force. More specifically:

- Study, design, implementation, production and trading of energy electricity from alternative sources such as photovoltaic systems, wind parks, power plants, biomass, etc.
- Implementation and management of generating projects (photovoltaic, wind, hydric) of electricity, which use the resources of renewable electricity such as sun, wind, water and their auxiliary works. Including and unconditionally only in obtaining all permits, licenses and preliminary/final authorizations, institutions responsible state authorities (whether these Central bodies or Local ones), or private which enable their development activities in a calm manner and in accordance with the framework legal in power in the Republic of Albania.
- Wholesale and retail of electricity to operators, suppliers, merchants, consumers of electricity (local or foreign), as well as in the Albanian Electricity Exchange (ALPEX), or other energy exchanges abroad.
- Except as above, the Company can carry out any related activity directly or indirectly, which is a result or is related to the object of above mentioned. To achieve the above goal, the company can

te kryeje cdo transaksion lidhur me pasurite e luajtshme dhe te paluajtshme, dhe cdo aktivitet tjeter tregtar, financiar, qiraje ose hipoteke, qe mund te konsiderohet I vlefshem ose i nevojshem ne menyre qe te ushtrohet objekti I Shoqerise.

- Duke perfshire por pa u kufizuar ne linjat elektrike te tensionit te larte dhe te mesem, nenstacione elektrike dhe njesi te tjera te lidhjeve elektrike, rrugeve te aksesit etj., si dhe çdo aktivitet aksesor i lidhur me sa me siper, si punime germimi, punime per prishjen dhe punime te tjera te tokes, punime civile, elektrike dhe mekanike te cdo lloji si dhe blerje, shitje, shkembim, import-eksport te pajisjeve, riparim dhe mirembajtje te materialeve dhe pajisjeve dhe te gjithe aktivitetet e lidhura me keto ceshtje, gjithashtu dhe ne fushen e aktiviteteve te tregtimit.

carry out any transaction related to the movable and immovable properties, and any other commercial activity, financial, lease or mortgage, which can be considered valid or necessary in order to exercise the object of the company.

- Including but not limited to electric lines of high and medium voltage, electrical substations and other units of electrical connections, access roads, etc., such as and any accessory activities related to the above, such as works excavation, demolition and other earthworks, civil, electrical and mechanical works of any kind as well purchase, sale, exchange, import-export of equipment, repair and maintenance of materials and equipment and all activities related to these issues, also in the field of trading activities.

Neni 5 – Kapitali themeltar

5.1 Kapitali themeltar i shoqerise eshte 1.000 Leke.

5.2. Kapitali themeltar i shoqerise perbehet nga 3 (tre) kuota, te gjitha te nenshkruara dhe te shlyera.

Article 5 – Capital

5.1 The capital of the Company is 1.000 ALL.

5.2 The capital of the Company consists of 3 (three) quota, totally subscribed and paid.

Neni 6 - Kontributet

6.1. Kontributi ne kapitalin e shoqerise eshte ofruar si me poshte:

- PROXENOS INTERNATIONAL HOLDINGS LLC ka ofruar nje kontribut ne para te barabarte me 100 Leke, te gjitha te nenshkruara dhe te shlyera.
- MEOS RENEWABLE ENERGY SOLUTIONS LTD ka ofruar nje kontribut ne para te barabarte me 500 Leke, te gjitha te nenshkruara dhe te shlyera.
- AGRO ILIRIA GROUP shpk ka ofruar nje kontribut ne para te barabarte me 400 Leke, te gjitha te nenshkruara dhe te shlyera.

6.2. Sipas kontributeve te mesiperme:

Article 6 – Contribute

6.1 The contribute on the capital of the Company is provided as follows:

- PROXENOS INTERNATIONAL HOLDINGS LLC, has contributed in money in the capital of the company with a sum equal to 100 ALL, totally subscribed and paid.
- MEOS RENEWABLE ENERGY SOLUTIONS LTD, has contributed in money in the capital of the company with a sum equal to 500 ALL, totally subscribed and paid.
- AGRO ILIRIA GROUP shpk has contributed in money in the capital of the company with a sum equal to 400 ALL, totally subscribed and paid.

6.2 Based on the cited contributions:

- PROXENOS INTERNATIONAL HOLDINGS LLC i perket 1 (nje) kuote, qe i korrespondon me 10% (dhjete perqind) te kapitalit te Shoqerise.
- MEOS RENEWABLE ENERGY SOLUTIONS LTD i perket 1 (nje) kuote, qe i korrespondon me 50% (pesedhjete perqind) te kapitalit te Shoqerise.
- AGRO ILIRIA GROUP shpk i perket 1 (nje) kuote, qe i korrespondon me 40% (dyzet perqind) te kapitalit te Shoqerise.

- PROXENOS INTERNATIONAL HOLDINGS LLC owns 1 (one) quota of the capital, equal to 10% (ten percent) of the capital.
- MEOS RENEWABLE ENERGY SOLUTIONS LTD owns 1 (one) quota of the capital, equal to 50% (fifty percent) of the capital.
- AGRO ILIRIA GROUP shpk owns 1 (one) quota of the capital, equal to 40% (forty percent) of the capital.

Neni 7 – Transferimi i kuotave

Kuotat i transferohen te treteve sipas parashikimeve te Statutit.

Article 7 – Transfer of Quotas

The Company's quotas may be transferred pursuant to the provisions set forth in the Articles of Association.

Neni 8 – Administrimi

8.1 Me kete akt emerohet 1 (nje) Administrator i Shoqerise personi si me poshte:

- **Ilir Trebicka**, shtetas shqiptar, lindur me 25.05.1954 ne Tirane, mbajtes i leternjoftimit me nr.personal F40525164W.

8.2 Administratori do te ushtroje te gjitha kompetencat e administrimit te zakonshem, ne perputhje me parashikimet e nenit 95 te ligjit nr. 9901, date 14 prill 2008 "Per tregtaret dhe Shoqerite tregtare" dhe nenit 14 te Statutit.

8.3 Administratorit i jepet te gjitha kompetencat e nevojshme per te kryer te formalitetet e permbushjen e detyrimeve te parashikuara per themelimin e Shoqerise sipas legjislacionit ne fuqi. Per kete qellim, Administratoret, mund t'u drejtohen per ndihme te treteve ose konsulenteve te cileve mund te delegojne ne teresi ose pjeserisht kryrjen e aktivitetit te siperpermendur.

8.4 Administratori eshte gjithashtu i autorizuar te veproje ne emer te Shoqerise ne formim e siper deri ne regjistrimin e saj prane Qendres Kombetare te Regjistrimit. Ai eshte gjithashtu i autorizuar, te firmosi te gjitha aktet dhe te marre persiper detyrime ne emer te Shoqerise qe rrjedhin prej

Article 8 – Administration

8.1 With the present act is appointed 1 (one) Administrator of the Company who is the following person:

- **Ilir Trebicka**, Albanian citizen, born on 25.05.1954 in Tirana, holder of ID with personal no. F40525164W.

8.2 The Administrator shall exercise all the powers concerning ordinary management of the Company, in accordance to the provisions under article 95 of the Law no. 9901 "*On Entrepreneurs and Commercial Companies*" dated 14.04.2008 and article 14 of the Articles of Association.

8.3 The Administrator is granted all necessary powers to perform all the formalities and procedures required for the incorporation of the Company under the legislation in force. To this purpose, the Administrator may address for assistance to third parties and consultants and may delegate to them some or all of the conduct of such activities.

8.4 The Administrator is also empowered to act on behalf of the new Company for the purpose of its registration with the National Center of Registration. The Administrator is also empowered to sign all documents and to contract on behalf of the Company obligations arising from its registration with

momentit te regjistrimit te saj si edhe ka te drejte t'i delegoje kompetencat e tyre personave te tjere.

Neni 9– Gjuha

9.1 Ky Akt Themelimi eshte hartuar ne 3 (tre) kopje ne gjuhen shqipe dhe gjuhen angleze.

9.2 Per te gjitha mosmarreveshjet qe mund te lindin ne lidhje me interpretimin e akteve si me larte, versioni ne anglisht do te jete i vetmi version ligjerisht detyrues.

the National Registration Centre itself and to delegate its powers to other special prosecutors.

Article 9 – Language

9.1 This Memorandum of Incorporation is drafted in 3 (three) copies in Albanian and English.

9.2 For every dispute arising from the application and/or interpretation of this act, the English version will be binding and the sole having legal effect.

ORTAKET THEMELUES/ FOUNDING QUOTAHOLDERS

PROXENOS INTERNATIONAL HOLDINGS LLC

Christian PORTH

MEOS RENEWABLE ENERGY SOLUTIONS LTD

Marin METSEL

Marin Metsel

AGRO ILIRIA GROUP shpk

Shpetim OSEKU