



ESTABLISHMENT ACT
OF THE LIMITED LIABILITY COMPANY

“DCB ADVISORS” Sh.p.k. (ltd)

On this 3rd day of January 2024, in Tirana, the founding partners:

1. Mr. Andrea TOTOLO, father's name - Mario TOTOLO and mother's name - Francesca SPADA, born in Biella, Vercelli, on October 6, 1978, resident in Biella, Strada alle Filature 5, 13900 Biella, Italy, of full legal capacity to act, holder of the passport of the Republic of Italy no. YA5494151
2. Mr. Filippo BODINI, father's name - Marco BODINI and mother's name - Rossella CHIEPPE, born in Zevio, Verona, on April 29, 1988, resident in the address: G4M5 +48, Bd du Zarmaganda, Niamey, Niger, of full legal capacity to act, holder of the passport of the Republic of Italy no. YA6924979

In their quality of partners

Assisted by Mr. Silvana Dervishi, the legal translator

Are founding a limited liability company named “DCB ADVISORS” Shpk, with registered seat at: Rruga “Faik Konica”, Pallati 6, Shkalla 1, Ap.8/3, Tirane, Shqiperi.

2) The object of Company shall include the activities as in the following:

- Consulting services on defense capacities building;
- Training and consultancy on public and private security;
- Commercial mediation services;
- Participation in public and private tenders related to the provision of the aforementioned services;
- Any other activity that is directly or indirectly related to the activity of the company and that serves to fulfill the objectives of the activity itself.

3) The duration of the activity is fixed for an undetermined period of time.

4) The fundamental capital of the company consists of 2 (two) quotas, held by the partners of the company as follows:

- a. Partner Andrea TOTOLO - contributes 50% of the company's capital, which corresponds to the amount of 50,000.00 (fifty thousand) Lek, equal to 1 (one) quota.
- b. Partner Filippo BODINI - contributes 50% of the company's capital, which corresponds to the amount of 50,000.00 (fifty thousand) Lek, equal to 1 (one) quota.

5) The company will be administered by the sole administrator who has been given all the usual management powers.

The sole administrator remains in office for a 5-year term and for as long as he has not been revoked by the shareholders' assembly, as the highest decision-making body in the company.

6) With this act, Mr. Andrea TOTOLO, son of Mario TOTOLO and Francesca SPADA, born in Biella, Vercelli, on 06.10.1978, resident in Biella, Strada alle Filature 5, 13900 Biella, Italy, is appointed as the first administrator of the company, of full legal capacity to act, holder of the passport of the Republic of Italy no. YA5494151

having a mandate of 5-years starting the day of appointment.

7) The exercising years close on December 31 of each year and the first one close on December 31, 2024.

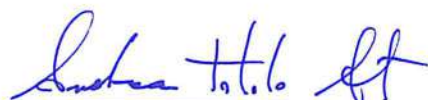
8) The fiscal residence of the partners will be the registered seat of the company for any legal use.

This establishment act is drafted in Tirana, in five exemplars with the same validity.

The company will carry out its activity in accordance with the provisions of Albanian laws: Law No. 9901 / 14.04.2008 and other laws, which shall be effective during the company activity, and the statute, which will be considered an integral part of this act, herein attached.

The present act is read, found in conformity with full and free will of the partners and duly signed by them, with the assistance of the legal translator:

FOUNDING PARTNERS:


ANDREA TOTOLO


FILIPPO BOBINI



ARTICLES OF INCORPORATION OF THE LIMITED LIABILITY COMPANY

“DCB ADVISORS” Sh.p.k

(In application of the law no. 9901 dated 14.04.2008)

Today, on this 3rd day of January 2024, in Tirana, the founding partners:

1. Mr. Andrea TOTOLO, Mario TOTOLO and mother's name - Francesca SPADA, born in Biella, Vercelli, on October 6, 1978, resident in Biella, Strada alle Filature 5, 13900 Biella, Italy, of full legal capacity to act, holder of the passport of the Republic of Italy no. YA5494151
2. Mr. Filippo BODINI, father's name - Marco BODINI and mother's name - Rossella CHIEPPE, born in Zevio, Verona, on April 29, 1988, resident in the address: G4M5 +48, Bd du Zarmaganda, Niamey, Nigeri, of full legal capacity to act, holder of the passport of the Republic of Italy no. YA6924979

In their quality of partners

Assisted by Mr. Silvana Dervishi, the legal translator

Decided to draft the present Articles of Incorporation Act, to be ruled through following clauses:

CHAPTER I FOUNDATION, NAME, ACTIVITY, SEAT, DURATION

Art.1 – Name

Hereby is founded a limited liability company named “DCB ADVISORS” Ltd, held by Mr. Andra TOTOLO and Mr. Filippo BODINI, the partners.

The name of the company shall be shown in all the acts issued on company's behalf and account. Hereinafter the above-mentioned company shall be referred as “The company”.

Art.2 – Object of activity

The object of Company shall include the activities as in the following:

- Consulting services on defense capacities building;
- Training and consultancy on public and private security;
- Commercial mediation services;
- Participation in public and private tenders related to the provision of the aforementioned services;
- Any other activity that is directly or indirectly related to the activity of the company and that serves to fulfill the objectives of the activity itself.



Art.3 – Seat

The seat of the company is at Rruga “Faik Konica”, Pallati 6, Shkalla 1, Ap.8/3, Tirane, Shqiperi.

The partners’ assembly is entitled to open secondary seats, branches, representative offices and agencies in Albania and abroad, and to transfer the company seat within the territory of the Republic of Albania.

Art.4 – Residence

The official residence of the partners with respect to every rapport with the company, is the address resulting by partners’ book.

Any notification and/or act to be sent and received, in accordance to the present instrument and Articles of Incorporation, shall be delivered to the partners via declared electronic mail and registered mail and at the OFFICIAL SEAT OF THE COMPANY AND UFFICIAL RESIDENCE OF THE PARTNERS.

THE PARTNERS HEREWITH ARE ENGAGED TO INFORM IN AN IMMEDIATE MANNER THE EVENTUAL CHANGES OF THEIR OFFICIAL RESIDENCE, OTHERWISE THE ADDRESS DECLARED AT THE BOOK OF PARTNERS SHALL BE CONSIDERED VALID.

Art.5 – Duration of activity

The duration of the activity is fixed for un undetermined period and the company may be terminated due to obligatory modalities of the legislation.

CHAPTER II THE CAPITAL AND THE QUOTAS Art. 6 – Company’s capital

The capital is fixed in ALL 100,000.00 (one hundred thousand) and may be increased due to law modalities.

Art. 7 – Value of each quota and participation

The fundamental capital of the company consists of 2 (two) quotas, held by the partners of the company as follows:

- a. Partner Andrea TOTOLLO - contributes 50% of the company's capital, which corresponds to the amount of 50,000.00 (fifty thousand) Lek, equal to 1 (one) quota.
- b. Partner Filippo BODINI - contributes 50% of the company's capital, which corresponds to the amount of 50,000.00 (fifty thousand) Lek, equal to 1 (one) quota.

Art.8 – Transfer of the quotas

The quotas are freely transferable among partners. The transfer of the quotas to the third persons – non partners, in each case, must respect the pre-empt right. The pre-empt right belongs to each partner, in proportion to the held quotas and must be executed within 60 days from the offer notified by the partner who aims to sell the quotas. The offer must be notified via registered mail and the receive must be notified.

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In case of lack of execution of pre-empt right within 60 days from the offer, the quotas are to be transferred to the third parties.

Art.9 – Augmentation of the capital

In case of social capital increase, the new contributions should be offered by the partners in proportion with the capital possessed by them.

Art.10 – Funding

The funds made by the partners, in proportion with the held quotas, and in accordance with assembly decisions, are interests free.

CHAPTER III ASSEMBLY, MANAGERS AND CERTIFIED PUBLIC ACCOUNTANTS

Art. 11- Assembly of partners and its competencies

- 11.1. The decision-making body of the Company is the General Meeting.
- 11.2. In case of ordinary resolutions, the General Meeting may only adopt valid resolutions if attended by quotaholders holding more than 31% (thirty one per cent) of the voting quotas.
- 11.3. In case of extraordinary resolutions, the General Meeting may only adopt valid resolutions if attended by quotaholders holding more than 51% (thirty one per cent) of the voting quotas.

Art.12- The Voting right

- 12. 1. Each quotaholder is entitled to attend the General Meeting, to express its opinion and to cast as many votes as its quotas are.
- 12.2. Each quotaholder is entitled to be represented by another person, not necessarily quotaholder, by a written proxy.
- 12.3. The quotaholder may not issue a proxy to vote for a part of its participation when personally is voting for the remaining quota.

Art 13- Call of Assembly of Partners

- 13.1. The Quotaholders' assembly is called at least once pre year, within 6 (six) months from the closure of the financial year in order to approve the balance sheet, report of the manager, accounting expert and the inventories.
- 13.2. The Quotaholders' Meeting is called by the Administrator/s as often as necessitated by the Company's interests or applicable law or by the quotaholder/s holding at least 5% (five per cent) of the share capital.
- 13.3. The call of General Meeting should be made through registered letter with advice of delivery or electronic mail sent to the quotaholders at the domicile of the quotaholders or electronic mail account of the quotaholder at least 7 (seven) days before the day set for the meeting. The notice must contain the subjects to be discussed and to be resolved upon, the place, the time and the date of the first and second

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call, and information on the place and modalities to receive the documentation of the meeting and other elements as set forth by the applicable law.

13.4. The assembly may be called in places different from the seat of the company, in Albania and abroad.

13.5 The General Meeting may be held through the participation of the people in different places, and it may be conducted also via audio or videoconference, provided that all participants are identified by the chairman, are given the possibility to follow the discussion and actively participate in it, and in the simultaneous vote on the matters stated in the agenda, as well as to read and receive documents.

13.6 The General Meeting shall be deemed validly convened and established even if all the formalities governing the calls are not observed, provided that entire share capital is present in the meeting.

13.7 Each Assembly will be presided by a partner or another person appointed by the same Assembly. In order to keep the minute, the Assembly appoints a secretary, which may be non-partner.

13.8. Resolutions of the assembly should be signed by the Chairman and the Secretary.

Art.14- Management

14.1. The Company is managed by the sole manager, which stays in the office until his/her removal or resignation, for a maximal period of 5(five) years.

The legal representation of the company is trusted to Mr. Andrea TOTOLLO, Mario TOTOLLO and mother's name - Francesca SPADA, born in Biella, Vercelli, on October 6, 1978, resident in Biella, Strada alle Filature 5, 13900 Biella, Italy, of full legal capacity to act, holder of the passport of the Republic of Italy no. YA5494151

14.2 The manager will carry out all the authorities and competencies as per the provision of the article 95 of the law no. 9901 dated 14.04.2008 "On Traders and Commercial Companies".

14.3 The Administrator/s of the Company may appoint a representative "*ad negotia*" for the performance of specific duties or categories of duties, within the limits of the powers granted by this act or law.

Art.15 – Certified Public Accountants

15.1. The internal auditing of the Company, if requested, is performed by one or more certified public accountants appointed from the General Meeting for one financial year.

15.2. The Certified Public Accountant may be removed as per the modalities provided by the law,

CHAPTER IV FINANCIAL YEAR, BALANCE SHEET, DISTRIBUTION OF PROFITS Art.16

16.1. The financial year starts on 1 January and ends at 31 December of the same year.

16.2 The first financial year starts on the date of company registration and ends at 31 December 2024.

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16.3. The balance sheets, reports of manager and certified public accountant, if the later on is appointed, are approved by the Assembly of Quotaholder with the vote provided by the Law no. 9901 dated 14.04.2008 "On Traders and Commercial Companies"

16.4 Approval of the documents relate to the financial year should be completed within 6 months following the end of financial year.

Art.17 – Profits

17.1. The net incomes, after have subtracted the sum of 5% destined for ordinary reserve fund, as long as it has not reached the 10% of the capital, will be distributed between partners in proportion with the held quotas, excluding the case when it has been ruled differently by the assembly.

17.2. The Assembly may rule on special deduction for extraordinary reserves or for other purposes, including to postpone the distribution of profits, in complete or partially, for future exercises.

CHAPTER V DISSOLUTION AND LIQUIDATION Art. 18 - Dissolution

18.1. The Company is dissolved upon the occurrence of the events provided by the applicable law. In case of dissolution deliberated Quotaholders' Meeting, the resolution should be taken in compliance with quorum required for statutory changes.

18.2. The Company cannot be dissolved in case of legal incapacity, decease or bankruptcy of any of the partners.

Art.19 - Liquidation

19.1 When dissolved, the Company must be liquidated.

19.2 To administrate this procedure, the Quotaholders' Meeting appoints one or more liquidators, who should present the final reports on status of assets and liabilities, on liquidation operations and on necessary term to complete the liquidation.

19.3. At the completion of liquidation procedure, the Quotaholders' Meeting shall rule on final balance sheet, on liquidators' accuracy and liquidation process execution.

19.4 Following the payment of the creditors and collection of the outstanding credits, liquidator/s will distribute the remaining amounts to the quotaholders in proportion to their quotas.

Art. 20 - Settling of disagreements

20.1. Any disagreements arisen related to the interpretation and/or application of the present statute and foundation act, and those generally arisen between the partners (except the personal and beyond the company activity relations), will be solved amicably and discusses directly among the interested parties.

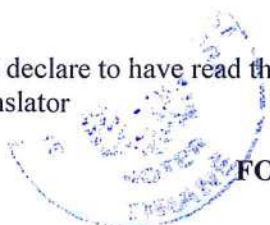
20.2. In case the consented solution is not reached, the competent judicial authority is Tirana District Court House.

Art.21 – Language

21.1. The present act is written in five exemplars in Albanian and English Language.

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The partners declare to have read this act and duly sign it, with the assistance of Mrs. Silvana DERVISHI,
the legal translator



FOUNDING PARTNERS


ANDREA TOTOLO


FILIPPO BODINI

AKTI I THEMELIMIT
I SHOQERISE ME PERGJEGJESI TE KUFIZUAR
“DCB ADVISORS” Sh.p.k.

Sot me date 03.01.2024, ne Tirane, ortaket themelues:

1. Z. Andrea TOTOLO, i biri i Mario TOTOLO dhe Francesca SPADA, lindur ne Biella, Vicenza, me 06.10.1978, banues ne Strada alle Filature 5, Biella, Itali, me zotesi te plote juridike per te vepruar, mbajtes i pasaportes se Republikes se Italise nr.YA5494151
3. Z. Filippo BODINI, i biri i Marco BODINI dhe Rossella CHIEPPE, lindur ne Zevio, Verona, me 29.04.1988, banues ne adresen: G4M5 +48, Bd du Zarmaganda, Niamey, Nigeri, me zotesi te plote juridike per te vepruar, mbajtes i pasaportes se Republikes se Italise nr.YA6924979,

Te asistuar nga perkthese Znj. Silvana DERVISHI

Permes ketij akti po themelojne nje shoqeri me pergjegjesi te kufizuar me emertimin “DCB ADVISORS,, Sh.p.k., me seli ne adresen: Rruga “Faik Konica”, Pallati 6, Shkalla 1, Ap.8/3, Tirane, Shqiperi.

2) Shoqeria ka si objekt te aktivitetit te saj:

- Sherbime te konsulences ne funksion te zhvillimit te kapaciteteve mbrojtese;
- Trainim dhe konsulence ne sigurine publike dhe private;
- Sherbime te ndermjetesimit tregetar;
- Pjesemarrje ne tendera publike dhe private lidhur me ofrimin e sherbimeve te lartpermendura;
- Cdo aktivitet tjetër qe lidhet direct ose indirekt me aktivitetin e shoqerise dhe qe i sherben permbushjes se objektivave te vete aktivitetit.

3) Afati i veprimtarise se shoqerise eshte percaktuar per nje periudhe kohe te pacaktuar dhe shoqeria mund te shperbehet ne cdo kohe, me vendimin e asamblese se pergjithshme te ortakeve.

4) Kapitali themeltar i shoqerise perbehet nga 2 (dy) kuota, te mbajtur nga ortaket e shoqerise si ne vijim:

- a. Ortaku Andrea TOTOLO – kontribuon me 50% te kapitalit te shoqerise, qe i korespondon shumes 50,000.00 (pesedhjetemije) Leke, baraz me 1 (nje) kuota.
- b. Ortaku Filippo BODINI – kontribuon me 50% te kapitalit te shoqerise, qe i korespondon shumes 50,000.00 (pesedhjetemije) Leke, baraz me 1 (nje) kuota.

5) Shoqeria do te administrohet nga administratori i vetem te cilit i jane dhene te gjitha kompetencat e drejtimit te zakonshem.

Administratori i vetem qendron ne detyre per nje mandat 5 – vjecar dhe per sa kohe nuk eshte revokuar nga asambleja e ortakeve, si organi me i larte vendimmarres ne shoqeri.

6) Me kete akt, administrator i pare i shoqerise emerohet Z. Andrea TOTOLO, i biri i Mario TOTOLO dhe Francesca SPADA, lindur ne Biella, Vicenza, me 06.10.1978, banues ne Strada alle Filature 5, Biella, Itali, me zotesi te plote juridike per te vepruar, mbajtes i pasaportes se Republikes se Italise nr.YA5494151

me nje mandat 5 vjecar nga data e emerimit.

7) Vitet ushtrimore mbyllen me 31 dhjetor te cdo viti. Viti i pare ushtrimor mbyllet me 31 dhjetor 2024.

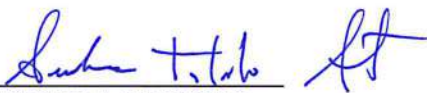
8) Vendbanimi fiskal i ortakeve do te jete selia e shoqerise per cdo efekt ligjor.

Ky akt themelimi eshte hartuar ne Tirane ne pese ekzemplare me vlere te njejte ligjore.

Shoqeria krijohet dhe do te ushtroje aktivitet ne perputhje me ligjet shqiptare ne fuqi, ligjit n. 9901 date 14.04.2008 dhe ligje te tjera qe do te jene ne fuqi gjate periudhes se aktivitetit te shoqerise, si dhe ne perputhje me statutin qe konsiderohet pjese perberese e ketij akti.

Lexuar, gjetur konform vullnetit te lire e te pavesuar, pranuar dhe nenshkruar nga ortaket e shoqerise, me asistencen e perkthyeses ligjore:

ORTAKET THEMELUES


ANDREA TOTOLO


FILIPPO BODINI

STATUT
I SHOQERISE ME PERGJEGJESI TE KUFIZUAR
“DCB ADVISORS” SHPK

(ne zbatim te ligjit n. 9901 date 14.04.2008)

Sot me date 03.01.2024, ne Tirane, ortaket themelues:

1. Z. Andrea TOTOLO, i biri i Mario TOTOLO dhe Francesca SPADA, lindur ne Biella, Vicenza, me 06.10.1978, banues ne Strada alle Filature 5, Biella, Itali, me zotesi te plote juridike per te vepruar, mbajtes i pasaportes se Republikes se Italise nr.YA5494151
2. Z. Filippo BODINI, i biri i Marco BODINI dhe Rossella CHIEPPE, lindur ne Zevio, Verona, me 29.04.1988, banues ne adresen: G4M5 +48, Bd du Zarmaganda, Niamey, Nigeri, me zotesi te plote juridike per te vepruar, mbajtes i pasaportes se Republikes se Italise nr.YA6924979,

Te aisttuar nga perkthese Znj. Silvana DERVISHI

Vendosin te perpilojne statutin e Shoqerise, qe do te rregullohet permes klauzolave vijuese:

KAPITULLI I
THEMELIMI, EMERTIMI, OBJEKTI, SELIA, KOHEZGJATJA

Neni 1 – Emri

Me ane te ketij akti eshte themeluar nje shoqeri me pergjegjesi te kufizuar me emertimin “DCB ADVISORS” sh.p.k nga ortaket Andrea TOTOLO dhe Filippo BODINI.

Emri i shoqerise do te shfaqet ne te gjitha aktet e nxjera ne emer dhe per llogari te shoqerise. Ketu e ne vijim shoqerise do t'i referohemi si “Shoqeria”.

Neni 2 – Objekti i Shoqerise

Objekti i shoqerise perfshin aktivitetet si ne vijim:

- Sherbime te konsulences ne funksion te zhvillimit te kapaciteteve mbrojtese;
- Trainim dhe konsulence ne sigurine publike dhe private;
- Sherbime te ndermjetesimit tregetar;
- Pjesemarrje ne tendera publike dhe private lidhur me ofrimin e sherbimeve te lartpermendura;
- Cdo aktivitet tjeter qe lidhet direct ose indirekt me aktivitetin e shoqerise dhe qe i sherben permbushjes se objektive te vete aktivitetit.

Neni 3 – Selia

Selia e shoqerise eshte ne adresen: Rruga “Faik Konica”, Pallati 6, Shkalla 1, Ap.8/3, Tirane, Shqiperi.

Asambleja e Ortakeve, me shumice te kualifikuar mund te vendose hapjen e filialeve, degeve dhe perfaqesive te Shoqerise ne qytete te tjera te Shqiperise si dhe jashte saj.

Neni 4- Adresa

Adresa zyrtare e ortakeve per cdo marrëdhënie lidhur me shoqerine eshte adresa qe do te rezultojë nga libri i ortakeve.

Cdo njoftim dhe/ose akt per t'u nisur ose per t'u marre, ne perputhje me kete statut dhe me aktin e themelimit te shoqerise, duhet t'i komunikohet ortakeve me poste elektronike te deklaruar dhe/ose poste rekomande si ne ADRESEN ZYRTARE TE SHOQERISE ASHTU DHE NE ADRESEN ZYRTARE TE ORTAKEVE.

ORTAKET ANGAZHohen TE KOMUNIKOJNE NE MENYRE TE MENJEHERSHME NDRYSHIMET E MUNDSHME TE ADRESES ZYRTARE, NE RAST TE KUNDERT MBETET E VLEFESHME ADRESA E RAPORTUAR NE LIBRIN E ORTAKEVE.

Neni 5 - Kohezgjatja e veprimtarise

Afati i veprimtarise se shoqerise eshte percaktuar per nje periudhe kohe te pacaktuar dhe shoqeria mund te shperbehet ne cdo moment me vendimin e asamblese se pergjithshme te ortakeve.

KAPITULLI II KAPITALI THEMELTAR DHE KUOTAT

Neni 6- Kapitali themeltar

Kapitali themeltar i shoqerise eshte 100,000.00 (njqindmije) leke dhe mund te rritet ne baze te modaliteteve ligjore.

Neni 7- Vlera e kuotave dhe pjesemarrja

Kapitali themeltar i shoqerise perbehet nga 2 (dy) kuota, te mbajtur nga ortakët e shoqerise si ne vijim:

- c. Ortaku Andrea TOTOLLO – kontribuon me 50% te kapitalit te shoqerise, qe i korespondon shumes 50,000.00 (pesedhjetemije) Leke, baraz me 1 (nje) kuote.
- d. Ortaku Filippo BODINI – kontribuon me 50% te kapitalit te shoqerise, qe i korespondon shumes 50,000.00 (pesedhjetemije) Leke, baraz me 1 (nje) kuote.

Neni 8– Transferimi i kuotave

Kuotat e kapitalit jane lirisht te transferueshme ndermjet ortakeve. Transferimi i kuotave ndaj te treteve – jo ortake, ne cdo rast, do t'i nenshtrohet respektimit se te drejtes se parablerjes. E drejta e parablerjes i perket cdo ortaku, ne proporcion me kuotat e mbajtura dhe duhet te ushtrohet brenda 60 diteve nga oferta e njoftuar nga ortaku qe ka vullnet per shitjen e kuotave dhe t'i komunikohet ortakeve sipas nenit 4. Oferta duhet te njoftohet me poste te regjistruar dhe marja duhet te njoftohet.

Ne rast mosekzekutimi te se drejtes se parablerjes brenda 60 diteve nga oferta, kutoat mund t'i transferohen paleve te treta.

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Neni 9 – Rritja e kapitalit

Ne rast rritje te kapitalit, kontributet do te ofrohen nga ortaket ne proporcion me kapitalin e poseduar prej secilit prej tyre.

Neni 10 – Financimet

Financimet e bera nga ortaket, ne proporcion me kuotat e mbajtura dhe ne perputhje me vendimet e asamblese, jane te lira nga interesat.

KAPITULLI III

ASAMBLEJA, ADMINISTRATORET DHE EKSPERTI KONTABEL

Neni 11 – Asambleja e ortakeve dhe kompetencat e saj

11.1 Organi vendimmarres i Shoqerise eshte Asambleja e ortakeve.

11.2 Vendimet e Asamblese se Shoqerise, per te cilat kerkohet nje shumice e thjeshte, jane te vlefshme nese ne mbledhje jane te pranishem ortaket qe perfaqesojne me shume se 31 (tridhjetë e nje) % te te gjithe kapitalit themeltar.

11.3 Vendimet e Asamblese se Shoqerise, per te cilat kerkohet nje shumice e kualifikuar, jane te vlefshme nese jane te pranishem ortaket qe perfaqesojne te pakten 51% te te gjithe kapitalit themeltar.

Neni 12 – E drejta e pjesemarrjes se votes

12.1 Cdo ortak ka te drejte te marre pjese ne Asamble dhe te paraqese mendimin e tij dhe te japo aq vota sa eshte numri i kuotave te kapitalit qe ai zoteron.

12.2 Cdo ortak ka te drejte qe te perfaqesohet nga nje person tjeter dhe jo-ortak, i pajisur me prokure me shkrim, me anen e se ciles do te jape voten e tij.

12.3 Ortaku nuk mund te leshoje prokure per votim per nje pjese te kuotave te kapitalit qe ai zoteron, ne qofte se voton personalisht per pjesen e mbetur te kuotave.

Neni 13- Thirrja e asamblese se Ortakeve

13.1 Asambleja e Ortakeve thirret te pakte nje here ne vit, brenda 6 (gjashte) muajve nga mbyllja e vitit financiar per miratimin e bilanci, te raportit te Administratorit, ekspertit kontabel si dhe inventarit.

13.2 Asambleja mund te thirret ne cdo moment nga nje prej administratoreve ose nga nje ose disa ortake qe perfaqesojne me shume se 5 (pese per qind) % te kapitalit themeltar.

13.3 Asambleja duhet te thirret nepermjet njoftimit me leter rekomande me kthim pergjigje qe duhet t'u dergohet ortakeve ne adresen qe rezulton ne Librin e Ortakeve dhe ekspertit kontabel, nese eshte emeruar, te pakten 7 dite para mbledhjes se Asamblese. Thirrja duhet te permbaje infomacion mbi llojin e Asamblese, si dhe ceshtjet qe do te trajtohen dhe per te cilat do te merret vendim, mbi vendin, oren dhe daten e thirrjes se pare dhe te dyte si dhe informacionin mbi vendin dhe modalitetet e pranimi te dokumentacionit e mbledhjes dhe elemente te tjere te percaktuara sipas percaktimeve ligjore.

13.4 Asambleja mund te thirret dhe jashte selise se shoqerise, ne Shqiperi dhe jashte saj.

13.5 Mbledhjet e Asamblese mund te mbahen dhe nepermjet telekonferences dhe videokonferences, me kusht qe te gjitha pjesemarresit te mund te identifikohen dhe t'i lejohet te ndjekin diskutimin dhe te nderhyjne ne momentin e trajtimit te argumenteve, pasi te jene verifikuar keto kerkesa qe duhet te rezultojne ne procesverbalin e mbledhjes. Asambleja konsiderohet ne vendin ku ndodhet kryetari dhe sekretari i mbledhjes.

13.6 Asambleja do te thirret dhe mbahet rregullisht dhe pa respektimin e formaliteteve te njoftimit, ne rast se jane te pranishem ortakët qe perfaqesojne te tere kapitalin themeltar.

13.7 Cdo Asamble do te drejtohet nga nje ortak ose ndonje person tjetër i caktuar nga e njejta Asamble. Per pasqyrimin e vendimit, Asambleja emerone nje sekretar, qe mund te jete dhe jo-ortak.

13.8 Vendimet e Asamblese duhet te nenshkruhen nga Kryetari i Asamblese dhe Sekretari.

Neni 14 – Administrimi

14.1 Shoqeria administrohet nga 1 ose nje maksimum numer prej 3 (tre) administratorësh, te cilet qendrojne ne detyre deri ne revokim apo doreheqje, per nje periudhe maksimale prej 5 (pese) vjetesh.

14.2 Perfaqesimi ligjor do t'i besohet administratorit Z. Andrea TOTOLO, i biri i Mario TOTOLO dhe Francesca SPADA, lindur ne Biella, Vicenza, me 06.10.1978, banues ne Strada alle Filature 5, Biella, Itali, me zotesi te plote juridike per te vepruar, mbajtes i pasaportes se Republikes se Italise nr.YA5494151

Administratori do te ushtroje te gjitha kompetencat sipas parashikimeve te nenit 95 te ligjit nr. 9901 date 14.04.2008 "Per Tregetaret dhe Shoqerite Tregetare".

14.3 Administratori mund te emeroje perfaqesues te posacem per akte te vecanta ose per kategori aktesh.

Neni 15- Eksperti kontabel i autorizuar

15.1 Ne rast se kerkohet nga ligji apo vendoset nga Asambleja e ortakeve, kontrolli i bilanceve dhe librave kontabel te shoqerise mund t'i besohet nje eksperti kontabel te autorizuar.

15.2 Eksperti kontabel i licensuar mund te shkarkohet sipas menyres se parashikuar nga legjislacioni ne fuqi.

KAPITULLI IV VITI FINANCIAR, BILANCI VJETOR, SHPERNDARJA E FITIMEVE

Neni 16

16.1 Viti financiar fillon me 1 janar dhe mbaron ne 31 dhjetor te secilit vit.

16.2 Viti i pare financiar fillon ne daten e regjistrimit te shoqerise ne regjistrin tregetar dhe perfundon me 31 dhjetor 2024.

16.3 Bilancet vjetore, raportet e administratorit dhe ekspertit kontabel te autorizuar, nese eshte emeruar, miratohen nga Asambleja me shumicen e percaktuar sipas ligjit nr. 9901 date 14.04.2008 "Per Tregetaret dhe Shoqerite Tregetare".



16.4 Miratimi i dokumenteve qe lidhen me vitin financiar duhet te behet brenda 6 muajve nga fundi i vitit financiar.

Neni 17 – Fitimet dhe marreveshja e ortakeve

17.1 Fitimet qe rezultojne nga bilanci vjetor, duke zbritur 5% te destinuar per rezerven ligjore deri ne 10% te kapitalit themeltar, dhe duke zbritur gjithashtu te gjitha shumat qe Asambleja vendos te vere menjane, u shperndahen ortakeve ne proporcione me kuotat e kapitalit themeltar te zoteruara.

17.2 Asambleja mund te vendose dhe zbritje te vecanta ne favor te rezervave te jashtezakonshme ose per qellime te tjera apo per shtyrjen e shperndarjes se fitimeve, plotesisht ose pjeserisht, per vitet financiare te ardhshme.

KAPITULLI V SHPERNDARJA DHE LIKUIDIMI I SHOQERISE

Neni 18 – Prishja

18.1 Shoqeria priset me ane te Vendimit te Asamblese se Ortakeve, me shumicen e kerkuar per ndryshimet ne statut.

18.2 Shoqeria nuk priset ne rast te humbjes se zotesise per te vepruar, pazotesise juridike, vdekjes ose falimentimit te njerit ose disa ortakeve.

Neni 19 – Likuidimi

19.1 Ne rast prishje, shoqeria duhet te likuidohet.

19.2 Per te administruar kete procedure, Asambleja emerone nje ose me shume likuidatore, te cilet paraqesin raportet perfundimtare mbi gjendjen e aktivitetit dhe te pasivitetit te shoqerise, mbi operacionet e likuidimit dhe mbi kohen e nevojshem per te perfunduar likuidimin.

19.3 Me perfundimin e procedures se likuidimit, Asambleja do te vendose mbi bilancin financiar perfundimtar, mbi punen e kryer nga likuiduesi dhe mbi perfundimin e procesit te likuidimit.

19.4 Pas pagimit te kreditorëve dhe mbledhjes se kredive, likuidatori do te shperndaje te ardhurat perfundimtare te likuidimit ortakeve, ne proporcione me kuotat e kapitalit te zoteruara prej tyre ne kapitalin themeltar.

Neni 20- Zgjidhja e mosmarreveshjeve

20.1 Te gjitha mosmarreveshjet qe mund te lindin ne lidhje me interpretimin dhe/ose zbatimin e ketij satuti dhe aktit te themelimit, si dhe ato qe mund te lindin ne pergjithesi midis ortakeve (pervec atyre personale dhe jashte shoqerise) ose midis nje apo me shume ortakeve te shoqerise, do te zgjidhen ne menyre miqesore dhe do te diskutohen ne menyre te drejteperdrejte ndermjet paleve te interesuara.

20.2 Ne rast se nuk arrihet nje zgjidhje miqesore te mosmarreveshjes, ato do t'i besohen Gjykates se Rrethit Gjyqesor Tirane.

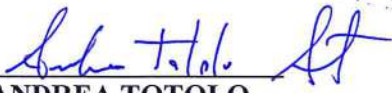
Handwritten signature and initials in blue ink.

Neni 21 – Gjuha

22.1 Ky statut eshte i perbere nga 5 (pese) kopje ne gjuhen shqipe dhe angleze.

Lexuar, gjetur konform vullnetit te lire e te pavesuar, pranuar dhe nenshkruar nga ortaket themelues, me asistencen e perkthyes Znj. Silvana DERVISHI.

ORTAKET THEMELUES


ANDREA TOTOLO


FILIPPO BODINI

**REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË
DEGA VENDORE TIRANË
NOTER GENTIANA XH. SHKODRA**



**DATE 03/01/2024
NR REP 2**

VËRTETIM PËRKTHIMI

Sot, më datë 03.01.2024, para meje Notere GENTIANA XH. SHKODRA, anëtare në Dhomën Kombëtare të Noterisë, Dega Vendore TIRANË, me zyrë në adresën NR.2, ABDI TOPTANI, TORRE DRIN, NR.32, u paraqit personalisht:

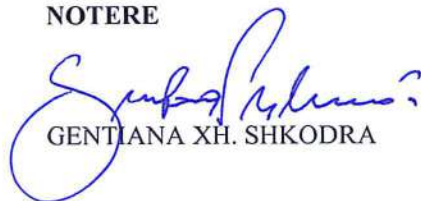
PËRKTHYES:

Silvana Dervishi, atësia Hysen, amësia Hysnie, shtetase Shqiptare, lindur në Burrel, Mat dhe banues në Tiranë, me adresë Demir Progri Besar, Nd. 4; H. 24; Njësia Administrative Nr. 9; Njesia Bashkiake Nr. 9; 1016; Tiranë, lindur më 30/07/1979, gjendja civile "e martuar", madhore, me zotësi të plotë juridike për të vepruar, për identitetin e të ciles u garantova me Leternjoftim ID nr. 036499195 dhe nr. personal H95730125E. Përkthyesja është e licencuar nga Ministria e Drejtësisë, e cila më deklaroi se përktheu me përpikmëri dhe saktësi dokumentin bashkengjitur "Akt themelimi dhe statut i shoqërisë DCB ADVISORS SHPK" nga gjuha angleze në shqip dhe e nënshkroi rregullisht përpara meje Noteres.

Në referim të nenit 135, i ligjit nr. 110, datë 20.12.2018 "Për Noterinë" në Republikën e Shqipërisë unë Noterja vërtetohet nënshkrimi i përkthyeses.

Në zbatim të ligjit nr. 9887, datë 10.03.2008 "Për mbrojtjen e të dhënave Personale", unë Noterja deklaroj se do të ruaj dhe përpunoj të dhënat personale të subjekteve të këtij veprimi, në mënyrë të drejtë dhe të ligjshme.

NOTERE


GENTIANA XH. SHKODRA

