

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

“ROYAL ESTATE DEVELOPMENT”

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

1.1 ROYAL ESTATE DEVELOPMENT SHPK
is founded by:

Mr. VLADYSLAV PARFAN, Polish citizen, born on 30.11.1997, Podgorze, resident in st. Polkole 60/2, 30-199, Rzaska, Poland, holder of the passport no. EU1466601, holder of 55% of the share capital;

Mr. KAMIL MICHAL PIRECKI, Polish citizen, born on 31.01.1987, in Krakow, st. Polkole 58C/2, 30-199, Rzaska, Poland, holder of the passport no. FG8255230, holder of 45% of the share capital.

**Article 2
Company's Name**

2.1 The Company's name is “ROYAL ESTATE DEVELOPMENT” SHPK (hereinafter referred to as the “Company”).

**Article 3
Registered Office**

3.1 The registered office of the Company is at the address: “Rruga “Brigada VIII”, Pallati Teknoprojekt, Godina Nr.23, Shkalla 4, Apartamenti 8, Njesia Bashkiake Nr.5, 1005, Tirane.”

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

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

**Article 4
Legal Form**

4.1 The Company is established and registered in accordance with the legislation in force in the

**STATUTI I SHOQERISE ME
PERGJEGJESI TE KUFIZUAR**

“ROYAL ESTATE DEVELOPMENT”

**Neni 1
Ortaket e Shoqerise**

1.1 ROYAL ESTATE DEVELOPMENT
themelohet nga:

Z. VLADYSLAV PARFAN, shtetas polak, lindur me 30.11.1997, ne Podgorze, rezident ne in Rr. Polkole 60/2, 30-199, Rzaska, Poloni, mbajtes i pasaportes nr. EU1466601, zoterues i 55% te kapitalit.

Z. KAMIL MICHAL PIRECKI, shtetas Polak, lindur me 31.01.1987, ne Krakow, rezidente ne Rr. Polkole 58C/2, 30-199, Rzaska, Poloni, mbajtes i pasaportes nr. FG8255230, zoterues i 45% te kapitalit.

**Neni 2
Emri i Shoqerise**

2.1 Emri i shoqerise eshte “ROYAL ESTATE DEVELOPMENT” SHPK (ne vijim referuar si “Shoqeria”).

**Neni 3
Selia**

3.1 Selia paresore e Shoqerise eshte ne adresen: “Rruga “Brigada VIII”, Pallati Teknoprojekt, Godina Nr.23, Shkalla 4, Apartamenti 8, Njesia Bashkiake Nr.5, 1005, Tirane.”

3.2 Asambleja e Pergjithshme mund te transferoje seline ne nje adresë tjeter ne qdo kohë, ne perputhje me nevojat dhe interesat e Shoqerise.

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

**Neni 4
Forma Ligjore**



Republic of Albania and is formed as Limited Liability Company ("SHPK").

Article 5 Duration Period of the Company

5.1 The Company is established for an unlimited period.

Article 6 Activity of the Company

6.1 The Company is established to perform the following activities:

- Construction and sale of multi-family residential buildings;
- Short- and long-term apartment rentals;
- Apartment management and support services;
- Rental services for vehicles (cars, scooters, motorboats);
- Additional tourism-related services, including transfers and transportation rentals;
- Import/export.

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

SHARE CAPITAL AND CONTRIBUTIONS

Article 7 Company's Share Capital

7.1 The Company's share capital is 1'000'000 (one million) ALL (Leke) and is comprised by 2 (two) shares.

7.2 The Company's quota is respectively owned by:

- Vladyslav Parfan - 55%;

- Kamil Michal Pirecki - 45%



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

Neni 5 Kohezgjatja e Shoqerise

5.1 Shoqeria eshte themeluar per nje periudhe te pakufizuar kohore.

Neni 6

Aktiviteti i Shoqerise

6.1 Shoqeria eshte themeluar per kryerjen e veprimitarive ne vijim:

- Ndertimi dhe shitja e objekteve te banimit per shume familje;
- Qiraja afatshkurter dhe afatgjate e apartamenteve;
- Sherbimet e menaxhimit dhe mbeshtetjes se apartamenteve;
- Sherbime me qira per automjete (makina, skuter, motobarka);
- Sherbime shtese te lidhura me turizmin, duke perfshire transfertat dhe dhenien me qira te transportit;
- Import/eksport.

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

KAPITALI THEMELTAR DHE KONTRIBUTET

Neni 7 Kapitali Themeltar i Shoqerise

7.1 Kapitali themeltar i Shoqerise do te jetë 1'000'000 (nje milion) Leke dhe perbehet nga 2 (dy) kuota.



RIGHTS AND OBLIGATIONS OF THE SHAREHOLDER

Article 8 Limited liability

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

Article 9 Governing bodies of the Company

The Governing bodies of the Company are:

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

COMPANY'S GENERAL ASSEMBLY

Article 10 Company's General Assembly

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

- a. amendment and modification of the Articles of Association of the Company;
- b. the acceptance of new shareholders;
- c. merger, division, dissolution and any other Company transformation;
- d. approval of Company annual financial statements and the use of the resulting profit;
- e. the appointment and dismissal of Administrator(s) of the Company and their deputies, and determining their remuneration for these roles;
- f. decision on the distribution of the Company's profit;
- g. approval of the Company's internal administrative regulations;

7.2 Kuota e Shoqerise zoterohet perkatesisht nga:

- Vladyslav Parfan - 55%;

- Kamil Michal Pirecki-45%

TE DREJTAT DHE DETYRIMET E ORTAKUT

Neni 8 Pergjegjesi te Kufizuara

Shoqeria eshte per gjegje per detyrimet dhe borxhet e saj, duke perfshire te gjitha asetat e saj.

**Neni 9
Organet vendimmarrese te Shoqerise**
Organet vendimmarrese te Shoqerise janë:

- Asambleja e Pergjithshme;
- Administratori(et).

ASAMBLEJA E PERGJITHSHME E SHOQERISE

Neni 10 Asambleja e Pergjithshme e Shoqerise

10.1 Organi me i larte i vendimmarrjes eshte Asambleja e Pergjithshme e Shoqerise. Asambleja e Pergjithshme e shoqerise ka te drejte per te vendosur sa me poshte:

- a. amendimi dhe ndryshimi i Statutit te Shoqerise;
- b. pranimi i ortakeve te rind;
- c. bashkimi, ndarja, shperberja dhe çdo transformim tjeter te Shoqerise;
- d. miratimi i pasqyrave vjetore financiare te Shoqerise dhe perdonimin e fitimit qe rezulton;
- e. emerimi dhe shkarkimi i Administratorit (ve) te Shoqerise dhe zevendesit e tyre, si dhe percaktimin e shperblimit te tyre per keto role;
- f. vendimi per shperndarjen e fitimit te Shoqerise;

- h. approval of the annual budget;
- i. approval of other issues for which the adoption right is reserved to the Assembly by law and by these Articles of Associations;

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

Article 11 Convening the General Assembly

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

11.2 The General Assembly shall be called by written notice upon request of the Administrator(s), with such a notice to be sent to the members of the General Assembly by means of registered mail or by electronic mail at least 7 days before the date of the meeting. The written notice shall be registered with the Company's minute's book.

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

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

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

Article 12 Decisions taken by the General Assembly

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

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

g. miratimi i rregulloreve te brendshme administrative te Shoqerise;

h. miratimi i buxhetit vjetor;

i. miratimin e çeshtjeve te tjera per te cilat kjo e drejtë eshte e rezervuar per Asamblene nga ligji dhe ky Statut;

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

Neni 11

Thirrja e Asamblese se Pergjithshme

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

11.2 Asambleja e Pergjithshme do te mblidhet me njoftim me shkrim me kerkese te Administratorit, me nje njoftim te tille te derguar anetareve te Asamblese se Pergjithshme me ane te postes rekomande ose me poste elektronike te pakten 7 dite para dates se mbledhjes. Njoftimi me shkrim duhet te regjistrohet ne procesverbalin e Shoqerise.

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

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

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

Neni 12

Vendimet e marra nga Asambleja e Pergjithshme

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

12.2 Asambleja e Pergjithshme mund te marre vendime te vlefshme me korrespondence te

12.3 The necessary quorum for taking valid decisions in the General Assembly is the attendance of shareholders which hold at least 75% of the total vote number, if the Company has more than one shareholder.

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

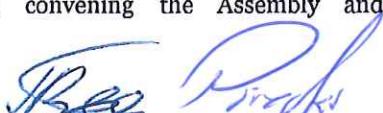
12.5 The General Assembly may also hold meetings and take valid decisions by written correspondence, teleconference, video conference or by other similar methods, if at least 75% of the members of the Assembly have given their prior approval. Such approval is not required if the Company has a sole shareholder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

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

- a. amendment of the Company's Articles of Association;
- b. increase or decrease of the share capital.
- c. distribution of profit
- d. reorganisation, merger or dissolution of the company.
- e. The appointment or dismissal of the company's administrators.
- f. Any decisions concerning the sale, encumbrance, purchase, or disposal of the company's assets.
- g. Decisions to assume financial obligations.

Article 13 Minutes of Assembly

13.1 For each General Assembly meeting, minutes on convening the Assembly and



shkruar, telekonference, video konference, ose me metoda te tjera te ngjashme.

12.3 Kuorumi i nevojshem per te marre vendime te vlefshme ne Asamblene e Pergjithshme eshte pjesemarrja e ortakeve qe perfaqesojne se paku 75% te numrit te per gjithshem te votave, ne qofte se shoqeria ka me shume se nje ortak.

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

12.5 Asambleja e Pergjithshme mund mblidhet dhe te marre vendime te vlefshme me correspondence te shkruar, telekonference, video konference, ose me metoda te tjera te ngjashme, ne qofte te pakten 75% e anetareve te Asamblese kane dhene miratimin e tyre paraprak.Nje aprosim i tille nuk eshte i nevojshem nese kompania ka nje ortak i vetem i cili mund te marre vendime me secilin prej mijeteve te mesiperme.

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

- a. Ndryshimi i Statutit te Shoqerise;
- b. Rritja ose zvogelimi i kapitalit themeltar.
- c. Shperndarja e fitimit
- d. Riorganizimi, bashkimi ose shperberja e Shoqerise.
- e. Emërimi ose shkarkimi i administratorëve të shoqërisë.
- f. Çdo vendim në lidhje me shitjen, ngarkimin, blerjen ose nxjerrjen jashtë përdorimit të aseteve të shoqërisë.
- g. Vendimet përmarrjen e detyrimeve financiare.

Neni 13 Procesverbali i Asamblese

13.1 Per çdo mbledhje te Asamblese se Pergjithshme, procesverbali per thirrjen e



decisions made should be maintained. A copy of the minutes shall be prepared for the Company and for each member of the General Assembly.

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

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

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

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

MANAGEMENT OF THE COMPANY

Article 14

Management of the Company

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

14.2 The Administrators are appointed for a 5 year term, renewable. The first Administrator is appointed in this Articles of Association.

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

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

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

1. Independent rights

The Administrators will act independently for the above actions:

Asamblese dhe vendimet e marra duhet te regjistrohen. Nje kopje e procesverbalit do te perqatitet per Shoqerine si dhe nje kopje per qdo anetar te Asamblese se Pergjithshme.

13.2 Prosesverbali duhet te nenshkruehet nga Kryetari i Asamblese se Pergjithshme dhe ngapersoni perqegjes per mbajtjen e procesverbaleve.

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

13.4 Kryetari eshte perqegjes per mbajtjen dhe leshimin e procesverbalit.

13.5 Ortaket e kompanise eshte perqegjes per marrjen e procesverbaleve dhe dorezimin e tyre tek administratori i Shoqerise, per te dhenat e tyre.

MENAXHIMI I SHOQERISE

Neni 14 Administrimi i Shoqerise

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

14.2 Administratoret emerohen per nje mandat 5 vjeçar, te rinovueshem. Administratori i pare emerohet ne kete Statut.

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

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

14.5 Kompetencat dhe perqegjesite e Administratoreve jane si me poshte:

1. Te drejtat e pavarura



- a. To represent the Company with third parties and other state authorities.
- b. To collect liabilities due of the Company.
- c. To file claims, represent, and defend the Company in the event of claims against it.
- d. To ensure that the accounting books are kept in accordance with the applicable Law in Albania.
- e. To ensure the preparation of the Annual Financial Statements of the Company.
- f. To call an ordinary or extraordinary General Assembly, to set the agenda for such meetings, to monitor and address the execution of actions related to convening and conducting General Assembly meetings, to take the necessary actions to notify the shareholders of special decisions, and to ensure that all such actions and notifications are done in due time.
- g. To keep and maintain Company documents.
- h. The administrator has the right to delegate one or more of the above powers to other persons through a Power of Attorney, which will be regularly published near the National Business Center. The power of attorney will be approved through a counter-signature by the Shareholders.

2. Joint rights

The Administrators will act jointly for the completion of the below actions:

- a. To open, close, and maintain bank accounts for the Company as well as make any financial transfers, including transfers between the company's bank accounts, as well as any payments.
- b. To conclude agreements with third parties that impose financial obligations on the company, to issue and receive payment orders.
- c. To sign all documents, issue invoices, perform transfers in foreign currency, custom invoices, etc., pay Company liabilities, and accept securities from third parties.
- d. To sign employment contracts with Company

Administratoret do te veprojne ne menyre te pavarur per veprimet e meposhtme:

- a. Te perfqesoje shoqerine me te tretet dhe autoritetet e tjera shteterore.
- b. Te mbledhe detyrimet ndaj Shoqerise.
- c. Te paraqese pretendime, te perfqesoje dhe te mbroje Shoqerine ne rast te pretendimeve kunder saj.
- d. Te siguroje qe librat kontabel te mbahen ne perputhje me legjislacionin ne fuqi ne Shqiperi.
- e. Te siguroje perqatitjen e Pasqyrave Vjetore Financiare te Kompanise.
- f. Te therrase Asamblene e Pergjithshme te zakonshme ose te jashtezakonshme, te caktoje rendin e dites te mbledhjeve te tilla, te monitoroje dhe trajtoje kryerjen e veprimeve ne lidhje me thirrjen dhe zhvillimin e mbledhjeve te Asamblese se Pergjithshme, te ndermarre veprimet e nevojshme per te njoftuar aksionaret per vendime te veçanta, dhe per te siguruar qe te gjitha veprimet dhe njoftimet e tilla te behen ne kohen e duhur.
- g. Per te mbajtur dhe mirembajt tur dokumentet e Kompanise.

h. Administratori ka te drejte te delegoje nje ose me shume nga kompetencat e mesiperme personave te tjere nepermjet nje prokure, e cila do te publikohet rregullisht prane Qendres Kombetare te Biznesit. Prokura do te miratohet me kundernenshkrim nga Aksionaret.

2. Te drejta te perbashketa

Administratoret e kompanise do te veprojne bashkerisht per kryerjen e veprimeve te meposhtme:

- a. Per te hapur, mbyllur dhe mirembajtur llogari bankare per Kompanine si edhe te bejne cdo transferte financiare duke perfshire keu edhe transfertat midis llogarive bankare te kompanise si edhe cdo pagese.

employees, ensuring the preliminary measures for protecting the Company's interest.

e. To incur the necessary expenses related to the ordinary activity of the Company.

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

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

h. To approve any transaction related to the sale, transfer, or encumbrance of the company's real estate.

i. To agree and sign contracts that impose financial obligations on the company.

j. To consent any actions that may create significant financial, legal, or reputational risk for the company or one of the parties including but not limited to decisions that could alter the company's tax obligations, debt levels, or other significant liabilities.

k. Any transaction related to the sale, transfer, or encumbrance of the company's real estate.

l. Any actions that may create significant financial, legal, or reputational risk for the company or one of the partners.

m. In continuation of the above, the partners must jointly act and decide when initiating high-value claims or settlements and for actions impacting company assets or finances in a significant way.

14.6 The administrator has the right to delegate one or more of the above powers, to other persons, through a Power of Attorney, which will be regularly published near the National Business Center. The power of attorney will be approved through a counter-firm by the Shareholders.

14.7 All the actions listed above may be carried out by the administrators jointly or separately, personally or through appointed representatives ,

b.Per te lidhur marreveshje me pale te treta qe ngarkojne kompanine me detyrime financiare, te leshojne dhe marrin urdherpagesa.

c.Te nenshkruaje te gjitha dokumentet, te leshoje fatura, te kryeje transferta ne valute, fatura doganore, etj., te paguaje detyrimet e Kompanise dhe te pranoje letra me vlore nga palet e treta.

d.Te nenshkruaje kontrata pune me punonjesit e Kompanise, duke siguar masat paraprake per mbrojtjen e interesave te Kompanise.

e.Te kryeje shpenzimet e nevojshme qe lidhen me veprimtarine e zakonshme te Shoqerise.

f.Te marre vendime per çdo çeshtje tjeter qe lidhet me veprimtarine e brendshme te Shoqerise dhe marredheniet e saj me te tretet.

g. Te marre çdo vendim tjeter per veprimtarine e zakonshme te shoqerise ne perputhje me legjislacionin, kete statut dhe ne interes te shoqerise.

h. Per te miratuar çdo transaksion qe lidhet me shitjen, transferimin ose ngarkimin e pasurise se paluajtshme te kompanise.

i. Te bien dakord dhe te nenshkruajne kontrata qe vendosin detyrime financiare per kompanine.

j. Te jape pelqimin per çdo veprim qe mund te krijoje rrezik te rendesishem financiar, ligjor ose reputacioni per kompanine ose njeri nga palet duke perfshire por pa u kufizuar ne vendime qe mund te ndryshojne detyrimet tativore te kompanise, borxhet apo detyrime te tjera te rendeshishme.

k. Cdo transaksion lidhur me shitjen, transferimin apo ngarkimin me barre te pasurive te paluajtshme te Shoqerise.

l. Cdo veprim qe mund te sjelle një dem te konsiderueshem financiar, ligjor ose risk reputacioni per Shoqerisne ose njerin nga ortaket.

m. Ne vijim sa me siper, ortaket duhet te veprojne dhe te vendosin bashkerisht per fillimin e padive ose marreveshjeve me vlore te madhe dhe per veprime qe ndikojne asetet ose



in strict accordance with the division of powers described in Article 14.5.

Article 15

The appointment of the Administrator(s)

15.1 The first Administrator of the Company is:

- Mr. Vladyslav Parfan, Polish citizen, born on 30.11.1997, Podgórze, resident in st. Półkole 60/2, 30-199, Rzeka, Poland, holder of the passport no. EU1466601;*
- Mr. Kamil Michał Pirecki, Polish citizen, born on 31.01.1987, in Kraków, st. Półkole 58C/2, 30-199, Rzeka, Poland, holder of the passport no. FG8255230.*

15.2 The Administrator(s), if there will be more than one, shall exercise their duties and represent the Company with equal and joint signing rights, according the provisions of this Articles of Association and , they can sign on behalf of the Company, represent the company in front of Albanian Authorities and bind the company.

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

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

FISCAL YEAR, BALANCE SHEET, PROFIT AND LOSS

Article 16

Fiscal year, Financial Statements

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

financat e kompanise ne nje menyre te konsiderueshme.

14.6 Administratori ka te drejte te delegoje nje ose me shume prej kompetencave te mesiperme, tek persona te tjere, me ane te nje Prokure, e cila do te publikohet rregullisht prane Qendres Kombetare te Biznesit. Prokura do te miratohet nepermjet nje kunder-firme nga Ortaket.

14.7 Të gjitha veprimet e listuara më sipër mund të kryhen nga administratorët së bashku ose veçmas, personalisht ose përmes përfaqësuesve të caktuar, në përputhje të rreptë me ndarjen e kompetencave të përshkruara në nenin 14.5.

Neni 15

Emerimi i Administratoreve

15.1 Administratoret e Shoqerise jane:

- Z. Vladyslav Parfan, shtetas polak, lindur me 30.11.1997, ne Podgorze, rezident ne in Rr. Polkole 60/2, 30-199, Rzeka, Poloni, mbajtes i pasaportes nr. EU1466601;*
- Z. Kamil Michał Pirecki, shtetase Polak, lindur me 31.01.1987, ne Krakow, rezidente ne Rr. Polkole 58C/2, 30-199, Rzeka, Poloni, mbajtes i pasaportes nr. FG8255230,*

15.2 Administratoret, ne rast se do te kete me shume se nje, do te ushtrojne detyrat e tyre dhe do te perfaqesojne Shoqerine me te drejta te barabarta nenshkrimi dhe se bashku sipas parashikimeve te ketij Statuti, ata, mund te nenshkruajne ne emer te Shoqerise, perfaqesoje Shoqerine perpara Autoriteteteve Shqiptare dhe te detyroje Shoqerine.

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

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

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

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

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

Article 17 Company's profit

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

DISSOLUTION AND LIQUIDATION

Article 18 Dissolution and liquidation

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

- a. by decision of the General Assembly;
- b. by merger with another Company;
- c. by court decision of the relevant jurisdiction in each case foreseen in the Law;
- d. in any other cases provided by the Law.

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

FINAL PROVISIONS

Article 19 Disputes and relevant Court



VITI FINANCIAR, BILANCI, FITIMET DHE HUMBJET

Neni 16 Viti Financiar, Pasqyrat Financiare

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

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

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

16.3 Pasqyrat financiare duhet te paraqiten per miratim ne mbledhjen e zakonshme te Asamblese se bashku me raportin nga auditoret e jashtem, nese ka, deri me 30 Qershori te vitit te ardhshem fiskal.

Neni 17 Fitimet e Shoqerise

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

SHPERBERJA DHE LIKUIDIMI

Neni 18 Shperberja dhe Likuidimi

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

- a. me vendim te Asamblese se Pergjithshme;
- b. nga bashkimi me nje tjeter Shoqeri;
- c. me vendim gjykate te juridikacionit perkates, ne cdo rast te parashikuara ne Ligj;
- d. ne raste te tjera te parashikuara me Ligj.



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

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

Signed on 18/11/2024 in two original copies in English and Albanian language.

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

**The Shareholders of
“ROYAL ESTATE DEVELOPMENT” SHPK**

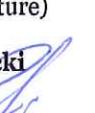
Represented by

Vladyslav Parfan

Vladyslav Parfan 

(Name, Surname, Signature)

Kamil Michal Pirecki

Kamil Michal Pirecki 

(Name, Surname, Signature)

18.2 Likuidimi i Shoqerise dhe shperndarja e aseteve te saj do te behet ne perputhje me dispozitat ligjore.

DISPOZITAT PERFUNDIMTARE

**Neni 19
Mosmarreveshjet dhe Gjykata kompetente**

19.1 Ne rast te mosmarreveshjeve qe lindin ne lidhje me kete Statut ose per shkak te ligjit, keto mosmarreveshje do te zgjidhen nga gjykata kompetente.

19.2 Ligji i aplikueshem do te jete ligji i Republikes se Shqiperise.

Nenshkruar me, 18/11/2024 ne dy kopje origjinale ne gjuhen Italiane dhe Shqipe.

Gjuha Shqipe do te jete gjuha zyrtare per qellimet e interpretimit te ketij Statuti.

Ortaket

**“ROYAL ESTATE DEVELOPMENT”
SHPK**

Perfaqesuar nga

Vladyslav Parfan

Vladyslav Parfan 

(Emer, Mbiemer, Firme)

Kamil Michal Pirecki

Kamil Michal Pirecki 

(Emer, Mbiemer, Firme)