Based on Article 28 paraghraph 3 of the Law 9723/2007 On the National Registration Center this document constitutes the:	Ne perputhje me Nenin 28 paragrafi 3 i Ligjit 9723/2007 Per Qendren Kombetare te Regjistrimit ky dokument perben:
FOUNDATION ACT AND ARTICLES OF ASSOCIATION Of ALBAFORCE SHPK TIRANA / ALBANIA	AKTI I THEMELIMIT DHE STATUTI I SHOQERISE ALBAFORCE SHPK TIRANA / SHQIPERI

FOUNDATION ACT

AND

ARTICLES OF ASSOCIATION

of

" **ALBAFORCE** " Sh.P.K.

CHAPTER I

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

Article 1. Date of Establishement and Name

1.1 The Company " **Albaforce** " (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 effective as of 28.07.2026.

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 (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 "Shoqeri me pergjegjesi te kufizuar" or "Sh.p.k.",

(ii) its unique identification number (NIPT),

(iii) its registered seat, and

(iv) the fact that the Company in under liquidation, if applicable.

(v) The registered share capital of the Company and the paid capital of the Company.

Article 2. Legal Form of Company

2.1 The Company is an Albanian legal entity, having

AKTI I THEMELIMIT

DHE

STATUTI

i

Shoqerise me Pergjegjesi te Kufizuar

" **ALBAFORCE** " Shpk

KAPITULLI I

Emri, Forma, Selia, Kohezgjatja

Neni 1. Data e Themelimit dhe Emri

1.1 Me efekt nga data 28.07.2026 themelohet shoqeria "**Albaforce** " (ne vijim "**Shoqeria**"), e ndjekur ne menyre te pandashme nga shkurtimi "Shpk", cili perfaqeson formen ligjore te saj, si shoqeri me pergjegjesi te kufizuar.

1.2 Ortaket e Shoqerise ("Ortaket") gezojne pergjegjesi te kufizuar deri ne limitin e kontributit perkates ne kapitalin e shoqerise te perfaqesuar ne kuota.

1.3 Ne te gjitha dokumentat, faturat, 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 "Shoqeri me Pergjegjesi te Kufizuar" ose "shpk".

(ii) numri i Identifikimit Personal Tatimor (NIPT) te saj.

(iii) adresa e regjistruar ,dhe

(iv) dhe pasqyrimin e faktit qe shoqeria eshte ne procedura likuidimi, ne qoftese ky rast paraqitet.

(v) Kapitalin e regjistruar te Shoqerise dhe kapitalin e paguar te Shoqerise

Neni 2. Forma Ligjore

the legal form of a limited liability Company (*shoqeri me pergjegjesi te kufizuar*), as provided in the Law No. 9901, date 14.04.2008, "On the Entrepreneurs and the Commercial Companies" (the "Companies Law").

Article 3. Company Headquarters

3.1. The legal seat of the Company is at Rruga Islam Alla, pallati 67, dyqani nr. 12, Tirane. 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.

Article 4. Company Duration

4.1. The duration of the Company is for an undetermined period of time.

CHAPTER II

Article 5. Company Objectives

5.1. The scope of the activity of the Company is to operate as a recruitment and human resources mediation agency. The activity includes providing recruitment and workforce supply services for local companies, as well as managing employment processes and deploying workers abroad, in accordance with the applicable Albanian laws and legislation.

Article 6. Modification

6.1. The Company reserves the right to modify its scope of activity at any time as provided by this Article of Association.

CHAPTER III

Capital and Shares

Article 7. Capital

7.1 The Capital of the Company is ALL 185 000 (circa EUR 2000), fully subscribed.

2.1. Shoqeria eshte nje entitet ligjor shqiptar, dhe ka formen ligjore te nje shoqerie me pergjegjesi te kufizuar ("shoqeri me pergjegjesi te kufizuar"), ne pajtim me ligjin nr.9901, date 14.04.2008 "Per Tregtaret dhe Shoqerite Tregtare" ("Ligji i shoqerive").

Neni 3. Selia

3.1. Selia e Shoqerise ndodhet ne adresen: Rruga Islam Alla, pallati 67, dyqani nr. 12, Tirane. Shoqeria ka te drejte te ndryshoje seline e saj ne nje adrese 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.

Neni 4. Kohezgjatja

4.1. Kohezgjatja e shoqerise eshte e pacaktuar.

KAPITULLI II

Neni 5. Objekti i Shoqerise

5.1. Qëllimi i aktivitetit të Kompanisë është të veprojë si një agjenci rekrutimi dhe ndërmjetësimi për burimet njerëzore. Aktiviteti përfshin ofrimin e shërbimeve të rekrutimit dhe furnizimit me fuqi punëtore për kompanitë vendase, si dhe menaxhimin e proceseve të punësimit dhe dërgimin e punëtorëve jashtë vendit, në përputhje me ligjet dhe legjislacionin në fuqi të Shqipërisë.

Neni 6. Ndryshime

6.1. Shoqeria ka te drejte te ndryshoje objektin e veprimtarise se saj ne cdo kohe sic parashikohet ne kete Statut.

KAPITULLI III

Kapitali Themeltar; Quotat e Kapitalit Themeltar

Neni 7. Kapitali Themeltar

a. Kapitali i Shoqerise eshte ne total 185 000 Leke (afersisht 2000 Euro), plotesisht te nenshkruara.

Article 8. <u>Shareholders and their Shares</u>	Neni 8. <u>Ortaket e Shoqerise dhe Kuotat</u>
8.1 The Shareholder of the Company and the share held by him are as follows:	8.1 Ortaku i Shoqerise dhe kuotat e zoteruara prej tij ne Shoqeri jane si me poshte:
(i) **Mr. Ghadir Al Homsi,** father's name Mahmoud Al Homsi, Dutch citizen, born in Daraa, Syria, with address: Dierenriemstraat 100-299742AK, Groningen, the Netherlands, born on 20/01/2001, with foreign passport no. NP1HR7JH8, who will own a quota representing 100% of the Company's share capital, with a value of ALL 185,000;	(i) **Z. Ghadir Al Homsi,** atësia Mahmoud Al Homsi, shtetas Holandez, lindur në Daraa, Siri, me adresë: Dierenriemstraat 100-299742AK, Groningen, Hollande, lindur më 20/01/2001, me pasaporte te huaj nr. NP1HR7JH8, i cili do të zotërojë një kuote që përfaqëson 100% të kapitalit themeltar të Shoqerise, me vlere 185000 leke;
Article 9. <u>Decreasing or Increasing of the Capital</u>	Neni 9. <u>Zvogelimi ose Zmadhimi i Kapitalit Themeltar</u>
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.	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 Ligjit te shoqerive.
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.	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.
9.3 The capital increase may take place by issuing new shares or increasing the par value of the existing shares. The shares shall be subscribed and their par value shall be fully paid in.	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.
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.	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.
9.5 The Company cannot purchase any share of its capital. However for the purpose of decreasing the share capital of the Company, by the resolution on decreasing the share capital the Shareholders may authorise the Administrator(s) to cause the Company to purchase the corresponding shares or part thereof and subsequently annul them.	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.
Article 10. <u>Rights and Obligations of the Shareholders</u>	Neni 10. <u>Te drejtat dhe detyrimet e Ortakeve</u>
10.1 The Shareholders are only those who own shares	10.1 Ortake jane vetem ata te cilet zoterojne kuotat e

of the Company.	Shoqerise.
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 share 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.	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.
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.	10.3 Ortakeve do t'u jepen, me kerkese me shkrim, informacione dhe te dhena ne lidhje me aktivitetin e Shoqerise ne cdo kohe, duke perfshire te drejten qe te kontrollojne dokumentat dhe raportet e Shoqerise.
10.4 The rights and obligations resulting from the ownership of Shares are transferred to any new owners of such Shares.	10.4 Te drejtat dhe detyrimet qe rezultojne nga zoterimi i Kuotave, transferohen tek cdo zoterues i ri per keto Kuota.
10.5 The Company obligations are guaranteed through its capital, and the Shareholders can only be held liable within the limit of the shares 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).	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 (pervec garancive dhe huave qe ata realizojne).
10.6 The Company cannot be held liable for debts or other personal obligations of its Shareholders.	10.6 Shoqeria nuk mban pergjegjesi per borxhe ose detyrime te tjera te Ortakeve te tij.
Article 11. <u>Transfer of Shares</u>	Neni 11. <u>Transferimi i pjeseve te Kapitalit</u>
11.1 Shares can be freely transferred among Shareholders.	11.1 Pjeset e kapitalit transferohen lirisht midis ortakeve.
11.2 In the event one Shareholder wishes to sell, transfer or otherwise dispose of part or all of its share the other shareholder shall have the right to be preferred as buyer against all other buyers. If the shareholder interested to purchase the shares that are to be sold will have made his offer, and that offer will not have ben accepted by the selling shareholder, the selling shareholder will not be allowed to sell its share at a price that is lower then the price offered by shareholder having the right to be preferred over the sale of the shares.	11.2 Ne rast se nje Ortak do te shese, transferoje, ose perdore ne menyra te ndryshme pjese apo tegjithe kuoten e tij ortaku tejter 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.
<u>CHAPTER IV</u>	<u>KREU IV</u>
<u>General Assembly</u>	<u>Asambleja e Pergjithshme</u>
	Neni 12. <u>Kompetencat</u>

Article 12. Powers	
12.1. The General Assembly of Shareholders is the controlling body of the Company which makes decisions upon its activity and upon its economic and commercial policy.	12.1 Asambleja e Pergjithshme e Ortakeve eshte organi drejtues i Shoqerise i cili merr vendimet mbi aktivitetin dhe politikat e saj ekonomike dhe tregtare.
Article 13. Convocation	Neni 13. Mbledhja e Asamblese se Pergjithshme
13.1 The General Assembly shall be convened at least once a year.	13.1 Asambleja e Pergjithshme duhet te mblidhet te pakten 1 here ne vit.
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 months.	13.2 Asambleja e Pergjithshme thirret nese, sipas bilancit vjetor apo raporteve te ndermjetme financiare rezulton ose ekziston rreziku qe aktivitetet e Shoqerise nuk i mbulojne detyrimet e kerkueshme brenda 3 muajve ne vazhdim.
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	13.3 Asambleja e Pergjithshme thirret kur shoqeria propozon te shese apo te disponoje ne menyre tjeter aktive, asete te cilat kane nje vlere 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 pjese ne veprimtarine e zakonshme tregtare te Shoqerise.
13.4 The General Assembly will be convened when the Company, within the first 2 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.	13.4 Asambleja e pergjithshme thirret kur Shoqeria, brenda 2 viteve te para pas rregjistrimit te saj propozon te bleje nga nje ortak pasuri, qe kane vlere me te larte se 5% e aseteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara.
13.5 In circumstances set out in section 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.	13.5 Ne rastet e parashikuara ne pikat 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 pjese ne veprimtarine e zakonshme tregtare te Shoqerise.
13.6 The Shareholders shall meet quarterly with the 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	13.6 Ortaket do te organizojne takime me Administratoret cdo tre muaj me qellim vleresimin e veprimeve te kryera nga Administratoret gjate ketij 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.

the matters on which the Administrators fail to agree.	
13.7 In circumstances set out in sections 13.3. to 13.6. above, the General Assembly may pass an advisory resolution approving or condemning the conduct of the Administrators.	13.7 Ne rastet e parashikuara ne pikat e mesiperme 13.3 dhe 13.6 Asambleja e Pergjithshme mund te miratoje nje rezolute keshilluese , duke miratuar apo bere verejtje per veprimtarine e administratoreve.
Article 14. <u>Method of Convening</u>	Neni 14. <u>Menyra e Thirrjes</u>
14.1. The General Assembly of Shareholders can resolve on the matters set for resolution by it through convocations in meeting or by way of written consultations.	14.1 Asambleja e Pergjithshme thirret te vendose per ceshtjet e shtruara perpara saj nepermjet thirrjes se mbledhjeve ose nepermjet konsultave me shkrim.
14.2. The General Assembly of Shareholders can be convoked by one of the Administrators, or by any of the Shareholders.	14.2 Asambleja e pergjithshme mund te thirret nga nje prej Administratoreve ose nga cdonjeri prej Ortakeve.
14.3. The General Assembly of Shareholders 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 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.	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 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.
14.4. Any Shareholder has the right to be represented by another person in compliance with article 85 of the Company Law	14.4 Secili prej Ortakeve gezon te drejten te perfaqesohet nga nje person tjeter ne perputhje me nenin 85 te Ligjit te Shoqerive.
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 days from the date the written 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	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 ditesh nga dita qe ju eshte dorezuar rezoluta. 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

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 Section 12, above.	nga shumica e kerkuar ne perputhje me Seksionin 12, me siper.
14.6. Each Shareholder has the right to vote according to his share capital.	14.6 Secili prej Ortakeve ka te drejten te votoje ne perputhje me kuoten e zoteruar prej tij ne kapitalvote.
14.7. The following resolutions require the approval vote of the shareholders owning at least 75 % of the share capital of the Company:	14.7 Vendimet e meposhtme do te miratohn me miratimin e ortakeve qe zoterojne te pakten 75% te kapitalit te Shoqerise:
(i) Payment of any dividends in cash or in kind to the Shareholders of the Company;	(i) Pagesa e cdo dividenti ne kesh apo natyre Ortakeve te Shoqerise;
(ii) signature of any finance agreements relating to the Company or issuance of any debt instruments by the Company;	(ii) Nenshkrimi i marreveshjeve financiare ne lidhje me Shoqerine apo nxjerrja e instrumentave te borxhit nga Shoqeria;
(iii) acquisition of any shares or other interest in any business or undertaking;	(iii) Blerja e cfaredolloj kuote apo interesi tjerter ne cdo biznes dhe sipermarrje;
(iv) increasing or decreasing the Company's capital set out in Art. 7 of this Agreement;	(iv) Zmadhimi dhe zvogelimi i kapitalit te Shoqerise sic eshte percaktuar ne Nenin 7 te kesaj Marreveshje;
(v) changes or amendments of these Articles of Association; and	(v) Ndryshime dhe amendime te ketij Akti Themelimi; dhe
(vi) liquidation or dissolution of the Company.	(vi) Likuidimi apo shperndarja e Shoqerise.
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).	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).
14.9. The Shareholders shall be notified on the General Assembly of Shareholders and the content of the meeting agenda.	14.9. Ortaket do te njoftohen per Asamblene e Pergjithshme te Ortakeve dhe permbajtjen e axhendes se takimit.
14.10. The Administrators shall keep the minutes of each General Assembly meeting in compliance with article 90 of the Company Law.	14.10. Administratoret duhet te mbajne procesverbalet e cdo mbledhjeje te Asamblese se Pergjithshme te Ortakeve, ne perputhje me kerkesat e nenit 90 te Ligjit te Shoqerive.
	Neni 15 Perjashtimi nga e drejta e votes

Article 15. Exclusion of Voting Rights

15.1. A Shareholder is not allowed to vote in the General Assembly is resolving on:

(i) Evaluating the performance of such Shareholder;

(ii) Canceling the obligations such Shareholder;

(iii) The Company initiating a claim against such Shareholder;

(iv) Granting or not any new benefit to such Shareholder.

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.

CHAPTER V

Board of Administrators

Article 16. The Board of Administrators

16.1. The Company is managed by an Administrator. The Administrators can be of any nationality and need not be Albanian residents.

16.2. Mr. **Mr. Ghadir Al Homsi,** father's name Mahmoud Al Homsi, Dutch citizen, born in Daraa, Syria, with address: Dierenriemstraat 100-299742AK, Groningen, Netherlands, born on 20/01/2001, with foreign passport no. NP1HR7JH8, shall be the administrator of the Company.

16.3 The duration of the appointment of the Administrators is for 5 years, from the moment it obtains legal effect, with the possibility for re-election.

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

15.1 Nje ortak perjashtohet nga e drejta e votes ne rastin kur Asambleja e Pergjithshme eshte duke vendosur mbi:

(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.

15.2 Kur ky Ortak eshte i perfaqesuar nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konflikt interesi sikunder ortaku te cilin perfaqeson.

KREU V

Administratoret

Neni 16. Bordi i Administratoreve dhe kompetencat

16.1 Shoqeria drejtohet nga Administratori. Administratoret mund te jene te cdo kombesie dhe nuk eshte e nevojshme te jene rezidente ne Shqiperi.

16.2 **Z. Ghadir Al Homsi,** atësia Mahmoud Al Homsi, shtetas Holandez, lindur në Daraa, Siri, me adresë: Dierenriemstraat 100-299742AK, Groningen, Hollande, lindur më 20/01/2001, me pasaporte te huaj nr. NP1HR7JH8, do te jete administratori i Shoqerise.

16.3 Kohezgjatja e funksionit te Administratoreve eshte per nje periudhe prej 5 vjetesh, duke filluar qe nga momenti kur kjo detyre merr fuqi ligjore, me te drejte riperteritje te ketij mandati.

16.4 Menjehere pas pranimit te emerimit te tyre, Administratori(et) njohin ne 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 arsye e ligjshme per shkarkimin e tyre, ne perputhje me ligjet perkatese.

16.5 Ortaket kane te drejten te shkarkojne deemed a legitimate reason for dismissal, in compliance with the applicable laws.

16.5 The Shareholders have the power to terminate by simple majority the appointment of the Administrators.

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.

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).

Article 17. The Powers and Duties

17.1. The powers of the Administrator representing the Company shall for this purpose include the powers to:

(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 maintained;
(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;
(vi) Submit Company's data to be registered to the National Registration Centre where applicable;
(vii) Report to the General Assembly with respect to the implementation of

Adminsitratoret me shumice te thjeshte votash.

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.

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 Adminsitratorit(eve) ne vende qe nuk jane brenda qytetit te residences se Administratorit(eve).

Neni 17 Kompetencat dhe detyrimet

17.1 Kompetencat e Administratorit ne kuader te perfaqesimit te Shoqerise perfshijne:

(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 pershtatshme te dokumentave dhe librave kontabel te Shoqerise.
(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.
(vi) Kryejne regjistrimet dhe dergojne te dhenat e Shoqerise prane Qendres Kombetare te Regjistrimit, kur eshte e nevojshme.
(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.

business policies and to the realization of transactions of particular importance for Company performance;

(viii) Perform other duties set by law or the Shareholders from time to time.

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).

Article 18 The Fiduciary Duties and Liability

18.1. In addition to the general and fiduciary duties exp Articles 14, 15, 17 and 18 of the Company Administrators must:

(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) Ensure that approval is given where contracts described in paragraph 3 of Art. 13 of the Company Law are concluded;

(vi) Exercise reasonable care and skills in the performance of their functions.

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 reasonable inquiry and information, and rationally related to the purposes of the Company.

18.3. In case of violation of duties and the standard of diligence referred to in section 18.1. and section

(viii) Kryerjen e detyrave te tjera te caktuara ne ligj dhe nga Ortaket.

17.2 Administratori(et) mbikqyrin dhe sigurojne qe zyrtaret, agjentet, te punesuarit, 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.

Neni 18 Detyrimi i besnikerise dhe pergjegjesia

18.1 Pervec sa eshte parashikuar ne dispozitat e pergjithshme te detyrimit te besnikerise, sipas neneve 14,15,16,17 e 18 te Ligjit te Shoqerive, administratoret detyrohen:

(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 mjedis;

(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 pergjegjesi 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 garantoje miratimin e marreveshjeve sipas dispozitave te pikes 3 te nenit 13 te Ligjit te shoqerive;

(vi) te ushtrojne detyrat e tyre me profesionalizem dhe kujdesin e nevojshem

18.2. Administratoret gjate kryerjes se detyrave te tyre pergjigjen kundrejt shoqerise per cdo veprim apo mosveprim, qe lidhet ne menyre te 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.

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.

18.4. In particular, the Administrator is obliged to compensate the Company for damages, resulting for carrying out following actions in breach of the Company Law:

(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.

CHAPTER VI

Company Financial Administration

Article 19. Certified public accountant

19.1. The Shareholders may appoint a certified public accountant to serve the Company.

19.2. The auditors shall carry out the auditing functions in accordance with Albanian law.

CHAPTER VII

Company Activity

Article 20. Economic-Financial Year

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.

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 Shoqerine, 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.

18.4. Ne vecanti, Administratori eshte i detyruar te demshperbleje Shoqerine, per demet, neqoftese ne kundershtim me Ligjin e Shoqerive kryen veprimet e meposhtme:
(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

KREU VI

Administrimi Financiar i Shoqerise

Neni 19. Eksperti Kontabel i Autorizuar

19.1 Ortaket mund te caktojne ekspertin kontabel te autorizuar per ti sherbyer Shqoqerise.

19.2 Ekspertet duhet te kryejne funksionet audituese ne perputhje me legjislacionin shqiptar.

KREU VII

Aktiviteti Shoqerise

Neni 20. Viti ekonomiko-financiar

20.1 Viti ekonomiko-financiar fillon ne diten e 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.

Neni 21. Mbajtja e Llogarive

Article 21. Bookkeeping

21.1. The Company will carry out the bookkeeping in lek and in foreign currency.

Article 22. Profit Computation and Distribution

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.

22.2. From the annual profit, a reserve fund is to be established according to the stipulations of Albanian law for compulsory reserve funds.

22.3. In compliance with the Company Law, the Com make a distribution to the Shareholders only in after the payment of such distributions:

(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 twelve months.

22.4. The Administrators shall issue a 'solvency certificate', which explicitly confirms that the proposed distribution meets the valuation as of section 22.3. above. Where the accounts of the Company indicate that the proposed distribution cannot meet the valuation of section 22.3. above, the Administrators may not issue the solvency certificate.

22.5. The Administrators are responsible to the Company for the correctness of the solvency certificate.

CHAPTER VIII

Modification of the Legal Form; Dissolution

Article 23. Modification of the Legal Form

23.1. The legal form of the Company can be changed upon a decision of the General Assembly in

21.1 Shoqeria do te mbaje llogarite ne leke dhe ne monedhe te huaj.

Neni 22. Llogaritja dhe Shprendarja e Fitimit

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.

22.2 Nga fitimet vjetore, do te caktohet nje fond rezerve ne perputhje me kushtet e legjislacionit shqiptar per fondin rezerve te detyrueshem.

22.3 Ne baze te Ligjit per Shoqerite, Shoqeria mund te shperndaje fitimin tek Ortaket vetem nese pas kesaj shperndarje:

(i) asetet e Shoqerise mbulojne teresisht detyrimet e kesaj te fundit;

(ii) Shoqeria ka aktive likuide te mjaftueshme per te shlyer detyrimet qe behen te kerkueshme brenda 12 muajve te ardhshem;

22.4 Administratoret leshojne nje certifikate te aftesise paguese, e cila konfirmon shprehimisht se shperndarja e propozuar e dividendeve permbush kerkesat e pikes 22.3 me siper. Ndersa kur gjendja e Shoqerise tregon se shperndarja e propozuar e dividendeve nuk i permbush keto kritere, administratoret nuk mund ta leshojne kete certifikate.

22.5 Administratoret pergjigjen ndaj shoqerise per vertetesine e certifikates se aftesise paguese.

KREU VIII

Modifikimi i Formes Ligjore; Prishja

Neni 23. Modifikimi i Formes Ligjore

23.1 Forma ligjore e Shoqerise mund te ndryshoje me vendim te Asamblese se Pergjithshme ne perputhje me dispozitat respektive ne Legjislacionin Shqiptar.

accordance with the respective provisions of the Albanian Law.

23.2. The new Company will fulfil all registration procedures legally required in Albania.

Article 24 Company Dissolution

24.1. The Company can be dissolved under the follov circumstances:

(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 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.

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.

CHAPTER IX

Miscellaneous

Article 25. Withdrawal of a Shareholder

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.

23.2. Shoqeria e re do te permbushe te gjitha procedurat ligjore te regjistrimit ne Shqiperi.

Neni 24. Prishja e Shoqerise

24.1 Shoqeria mund te prishet ne rrethanat e meposhtme:

(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 vjet dhe nuk eshte njoftuar pezullimi i veprimtarise ne perputhje me piken 3 te nenit 43 te Ligjit nr.9723, date 3.05.2007 "Per Qendren Kombetare te Regjistrimit";
(v) me vendim gjykate;
(vi) per arsye te tjera te parashikuara nga Ortaket ne cdo kohe.

24.2 Administratori(et) regjistrojne 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.

KREU IX

Te ndryshme

Neni 25. Largimi i Ortakut

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

Neni 26 Te tjera

Article 26. Other 26.1. All other issues not specifically provided for in these Articles of Association shall be subject to the provisions of the Company Law.	26.1 Cdo ceshtje tjeter, e cila nuk eshte permendur ne kete statut, do te rregullohet nga dispozitat e Ligjit per Shoqerite.
Signature of the Founders/Shareholders/Administrators	**Nenshkrimi I Themeluesve/Ortakeve/Administratoreve**

Data 28.07.2026

Mr. / Z. **Mr. Ghadir Al Homsi,**
represented by power of attorney / perfaqesuar me prokure
by / nga Denis Selimi