

OS CC01

Return by an overseas company of an alteration to constitutional documents



Companies House

☒ **What this form is for**
You may use this form to show an
alteration to constitutional
documents of an overseas company.

☒ **What this form is NOT for**
You cannot use this form to
show any other changes to an overseas
company.

TUESDAY



A9H10JYY

A12

03/11/2020

#140

COMPANIES HOUSE

1 Overseas company details

Company number F C 0 2 6 1 5 7

Company name in full
or alternative name as
registered in the UK BANK OF AMERICA MERRILL LYNCH INTERNATIONAL
DESIGNATED ACTIVITY COMPANY

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Alteration of the constitutional document(s)

Details of change UPDATES TO CONSTITUTION

3 Date of alteration to the constitutional document(s)

The company gives notice¹ that the constitutional document(s) for this
company were altered on the date below.

Date of alteration ^d3 ^d0 ^m1 ^m0 ^y2 ^y0 ^y2 ^y0

Copies of the following documents have been attached.

- A new certified copy of the constitution of the company, as altered.
- A certified translation, if applicable.

¹ This notice must be delivered to
the Registrar within 21 days of the
notice of alteration being received
in the UK in due course of post (if
dispatched with due diligence).

4 UK establishments

A return must be delivered in respect of any alteration to the company
particulars by each UK establishment. If, however, a company has more than one
UK establishment, it may deliver only one form in respect of all those
UK establishments, provided it completes the table below.

UK establishment name

Registration number

5 Signature

I am signing this form on behalf of the overseas company.²

Signature

Signature

X

X

² This form may be signed by:
Director, Secretary,
Permanent representative.

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name **MERRILL LYNCH CORPORATE****SERVICES LIMITED**Address **2 KING EDWARD STREET**

Post town

County/Region **LONDON**Postcode **E C 1 A 1 H Q**Country **UNITED KINGDOM**

DX

Telephone

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number as registered in the UK match the information held on the public Register.
- ☐ You have entered details of the alteration to the constitutional documents in Section 2.
- ☐ You have entered the date of alteration to the constitutional document(s) in Section 3.
- ☐ You have completed Section 4, if applicable.
- ☐ You have submitted the new constitutional documents of the company (with a certified translation, if appropriate) with this form.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Companies Act 2014
DESIGNATED ACTIVITY COMPANY
LIMITED BY SHARES


For and on behalf of
Merrill Lynch Corporate Services
Limited
Company Secretary

CONSTITUTION
OF
BANK OF AMERICA EUROPE DESIGNATED ACTIVITY COMPANY
MEMORANDUM OF ASSOCIATION

1. The name of the Company is Bank of America Europe Designated Activity Company.
2. The company is a designated activity company limited by shares, that is to say a private company limited by shares registered under Part 16 of the Companies Act 2014.
3. The objects for which the Company is established are:
 - 3.1 to carry on the business of banking in all its branches and departments in Ireland or elsewhere throughout the world including the borrowing, raising or taking up of money in the form of deposits or otherwise from members of the public; the lending or advancing, with or without security, of money, securities and properties; making, drawing, accepting, endorsing, issuing, discounting, buying, selling and generally dealing in bills of exchange, promissory notes, coupons, bank orders, drafts, bills of lading, warrants, bonds, debentures, certificates, scrip and other instruments and securities, whether transferable or negotiable or not; the granting and issuing of letters of credit and circular notes; buying, selling and dealing in bullion and specie; acquiring, holding, issuing on commission, underwriting and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, options, option certificates, securities, interest and currency hedging and swap agreements, forward rate agreements, interest and currency features or options, stock-lending agreements, repurchase agreements, financial instruments and investments of all kinds; the negotiating of loans and advances, the granting or contracting for open general credits, with or without security; the receiving of money on deposit or current account at interest or otherwise, or for safe custody; the receiving of valuables on deposit, or for safe custody, or otherwise; the collection and transmitting of money and securities; the managing of property, and generally the transacting of all kinds of business commonly transacted by bankers;
 - 3.2 to employ derivative instruments and techniques of all kinds as a pursuit in itself or otherwise and whether for the purpose of making a profit, avoiding a loss or managing a currency or interest rate exposure or any other exposure or for speculative purposes or for any other purpose whatsoever, to engage in currency exchange, interest rate and/or commodity transactions and derivative transactions including without limitation weather, energy, inflation and credit derivative transactions and any other financial or other transactions of whatever nature in any manner and on any terms and for any purposes whatsoever, including (without prejudice to the generality of the foregoing) any transaction for the purpose of, or capable of being for the purposes of, avoiding, reducing, minimising, hedging against or otherwise managing, or making a profit out of, the risk of any loss, cost, expense, or liability arising, or which may arise, directly or indirectly, from a change or changes in any interest rate or currency exchange rate or in the price or value of any property, asset, commodity, index or liability or from

any other risk or factor, including but not limited to dealings whether involving purchases, sales, acceptances, or otherwise in foreign currency, spot and/or forward rate exchange contracts, futures, options, delayed delivery and forward commitment agreements, forward rate agreements, sale and repurchase, reverse repurchase, buy/sell back, securities lending and short sale agreements, swaps (including, without limitation, interest rate swaps, inflation swaps and credit default swaps), caps, floors, collars and any such other foreign exchange or interest rate or commodity, equity securities or other equity instruments, debt securities or other debt instruments, or economic indices or measures of economic risk or value or other hedging arrangements and such other instruments as are similar to, or derived from, any of the foregoing that are currently, or in the future become, regularly entered into in the financial markets any combination of these transactions and to provide collateral or margin by way of title transfer, pledge, charge or security in relation to or in connection with any of the above arrangements;

- 3.3 to acquire, dispose of, invest in and hold by any bonds, obligations, certificates of deposit, treasury bills, trade bills, bank acceptances, bills of exchange, acceptance credits, monetary instruments, shares, stock, warrants, debentures, debenture stock, loans, mortgages, debt register claims, securities, units of or participation in any unit trust scheme mutual fund or collective investment scheme, commodities and securities and financial instruments of all kinds created, issued or guaranteed by any government, sovereign, ruler, municipal, local, supranational or otherwise, in any part of the world, or by any company, bank, association or partnership, whether with limited or unlimited liability constituted or carrying on business or activities in any part of the world and to subscribe for the same, either conditionally or otherwise; to enter into underwriting and similar contracts with respect thereto and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to do all the foregoing as principal agent or broker.
- 3.4 to carry out any transactions or operations whatsoever which may be lawfully undertaken and carried out by capitalists, promoters, merchants, underwriters, financiers or concessionaires and to carry on a general financial business and general financial operations for all kinds in any part of the world and to undertake or aid in any enterprise;
- 3.5 to carry on any other business, except the issuing of policies of insurance, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;
- 3.6 to invest in any monies of the Company in such investments and in such manner as may from time to time be determined, and to hold, sell or deal with such investments and generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges.
- 3.7 to subscribe for, take, purchase or otherwise acquire and hold shares or other interests in, or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as, directly or indirectly, to benefit this Company;
- 3.8 to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating,

letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others;

- 3.9 to acquire and undertake the whole or any part of the business, property, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company;
- 3.10 to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or associated companies or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith;
- 3.11 to lend money to such persons or companies either with or without security and upon such terms as may seem expedient;
- 3.12 to borrow or raise or secure the payment of money or other performance of financial obligations in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, present and/or future, including its uncalled capital, and to purchase, redeem or pay-off any of the foregoing;
- 3.13 to adopt such means of making known the Company and its products and services as may seem expedient.
- 3.14 to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property, undertaking, rights or assets of the Company and for such consideration as the Company might think fit. Generally to purchase, take on lease or, in exchange or otherwise, acquire any real and personal property and rights or privileges;
- 3.15 to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;
- 3.16 to provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind;
- 3.17 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 8 of the Companies Act 2014, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated herein;
- 3.18 to amalgamate with any other company;

- 3.19 to apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, trade marks, technology and know-how and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or technology which may seem capable of being used, for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired;
- 3.20 to enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person or company or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- 3.21 to grant pensions or gratuities (to include death benefits) to any officers or employees or ex-officers or ex-employees of the Company, or its predecessors in business or the relations, families or dependants of any such persons, and to establish or support any non-contributory or contributory pension or superannuation funds, any associations, institutions, clubs, buildings and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interest of the Company or of its members;
- 3.22 to promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- 3.23 to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business;
- 3.24 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments;
- 3.25 to undertake and execute any trusts and undertaking whereof may seem desirable, whether gratuitously or otherwise;
- 3.26 to procure the Company to be registered or recognised in any country or place;
- 3.27 to promote freedom of contract and to counteract and discourage interference therewith, to join any trade or business federation, union or association, with a view to promoting the Company's business and safeguarding the same;
- 3.28 to do all or any of the above things in any part of the world as principal, agent contractor, trustee or otherwise, by or through trustees, agents or otherwise and either alone or in conduction with others;
- 3.29 to distribute any of the property of the Company in specie among the members; and
- 3.30 to make dispositions, transfers, gifts and donations of all or any part of the undertaking, property, securities, cash or other assets of the Company (including, without limitation, gifts or donations made by way of a capital contribution, or in any other manner) to such persons, firms, companies or other bodies (including, without limitation, to any subsidiary or holding company of the Company, or to any subsidiary of any such holding company) for no consideration, or for such consideration, and on such other

terms (if any) as the directors may, in their absolute discretion, determine to be expedient or desirable in any case.

- 3.31 to do all such other things as the Company may think incidental or conducive to the attainment of the above objects or any of them:

NOTE A: The objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no way limited or restricted by reference to, or inference from, the terms of any other paragraph.

NOTE B: References to the "Company" means this company, incorporated with registered number 229165.

NOTE C: It is hereby declared that the word "company" in this clause will be deemed to include any partnership or other body of persons, whether or not incorporated and whether formed in Ireland or elsewhere.

4. The liability of the members is limited.
5. The share capital of the Company is US\$55,051,000 divided into 55,051,000 Ordinary Shares of US\$1.00 each (the "**shares**").

ARTICLES OF ASSOCIATION

Interpretation and general

1. Sections 83 and 84 of the Act shall apply to the Company but, subject to that, the provisions set out in these articles of association shall constitute the whole of the regulations applicable to the Company and no other “optional provisions” as defined by section 968(2) of the Act shall apply to the Company.
2. The Company is a designated activity company that has the status of a private company limited by shares registered under Part 16 of the Act and the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the termination of such employment to be members of the Company) is limited to one hundred and forty nine (149) (or such greater number as may be prescribed by the Act as being the maximum permitted number of members in a company of this type) so, however, that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Regulation be treated as a single member.
3. In these articles of association:
 - 3.1 the “Act” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;
 - 3.2 a “Director” shall include an alternate director;
 - 3.3 a “secretary” shall include any joint, assistant or deputy secretary;
 - 3.4 a “member” shall include a member’s personal representatives in consequence of his or her death or bankruptcy;
 - 3.5 a word or expression used in these articles of association which is not otherwise defined and which is also used in the Act shall have the same meaning here, as it has in the Act;
 - 3.6 any phrase introduced by the terms “including, “include” and “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
 - 3.7 a “person” includes any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture association or partnership (whether or not having a separate legal personality) and that person’s personal representatives, successors or permitted assigns;
 - 3.8 a “company”, other than the Company, shall be construed so as to include any company, corporation or body corporate, wherever and however incorporated or established; and
 - 3.9 the singular shall include the plural and vice versa and references to one gender includes all genders.

Allotment and acquisition of shares

4. The following provisions apply to the allotment of shares (and 'allotment of shares' shall include issue of shares):

- 4.1 for the purposes of section 69(1) of the Act, the allotment of shares (including redeemable shares) is authorised generally;
 - 4.2 for the purposes of section 69(3) of the Act, the general authorisation for the allotment of shares in the Company is not subject to any stipulation as to a period during which the allotment may occur; and
 - 4.3 for the purposes of section 69(12)(a)(i) of the Act, section 69(6) of the Act shall not apply, generally, to any allotment of shares in the Company.
5. The Company:
- 5.1 may give financial assistance for the purpose of an acquisition of its shares or, where the Company is a subsidiary, its holding company, and
 - 5.2 is authorised, for the purposes of section 105(4)(a) of the Act, to acquire its own shares.
6. The Directors (and for the purposes of section 69(4)(a) of the Act, any committee of the Directors so authorised by the Directors and any person so authorised by the Directors or such committee) may without prejudice to Regulation 107:
- 6.1 allot, issue, grant options over and otherwise dispose of shares in the Company;
 - 6.2 exercise the Company's powers under Regulation 5,
- on such terms and subject to such conditions as they think fit, subject only to the provisions of the Act.

Calls on shares

- 7. The Directors may from time to time make calls upon the members in respect of any consideration unpaid on their shares in the Company (whether on account of the nominal value of the shares or by way of premium), provided that in the case where the conditions of allotment or issuance of shares provide for the payment of consideration in respect of such shares at fixed times, the Directors shall only make calls in accordance with such conditions. A call may be revoked or postponed, as the Directors may determine.
- 8. Each member shall (subject to receiving at least 30 days' notice specifying the time or times and place of payment, or such lesser or greater period of notice provided in the conditions of allotment or issuance of the shares) pay to the Company, at the time or times and place so specified, the amount called on the shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of it.
- 9. Subject to the conditions of allotment or issuance of the shares, a call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments if specified in the call.
- 10. If the consideration called in respect of a share or in respect of a particular instalment is not paid in full before or on the day appointed for payment of it, the person from whom the sum is due shall pay interest in cash on the unpaid value from the day appointed for payment of it to the time of actual payment of such rate, not exceeding five per cent per annum or such other rate as may be specified by an order under section 2(7) of the Act, as the Directors may determine, but the Directors may waive payment of such interest wholly or in part.
- 11. Any consideration which, by the terms of issue of a share, becomes payable on allotment or issuance or at any fixed date (whether on account of the nominal value of the share or by way

of premium) shall, for the purposes of these articles of association, be deemed to be a call duly made and payable on the date on which, by the terms of issue, that consideration becomes payable, and in the case of non-payment of such a consideration, all the relevant provisions of these articles of association as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such consideration had become payable by virtue of a call duly made and notified.

12. The Directors may, on the issue of shares, differentiate between the holders of different classes as to the amount of calls to be paid and the times of payment.
13. The Directors may, if they think fit:
 - 13.1 receive from any member willing to advance such consideration, all or any part of the consideration uncalled and unpaid upon any shares held by him or her; and/or
 - 13.2 pay, upon all or any of the consideration so advanced (until the amount concerned would, but for such advance, become payable) interest at such rate (not exceeding, unless the Company in a general meeting otherwise directs, five per cent per annum or such other rate as may be specified by an order under Section 2(7) of the Act) as may be agreed upon between the Directors and the member paying such consideration in advance.
14. The Company may:
 - 14.1 acting by its Directors, make arrangements on the issue of shares for a difference between the shareholders in the amounts and times of payment of calls on their shares;
 - 14.2 acting by its Directors, accept from any member the whole or a part of the amount remaining unpaid on any shares held by him or her, although no part of that amount has been called up;
 - 14.3 acting by its Directors and subject to the Acts, pay a dividend in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others; and
 - 14.4 by special resolution determine that any portion of its share capital which has not been already called up shall not be capable of being called up except in the event and for the purposes of the Company being wound up; upon the Company doing so, that portion of its share capital shall not be capable of being called up except in that event and for those purposes.

Lien

15. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all consideration (whether immediately payable or not) called, or payable at a fixed time, in respect of that share.
16. The Directors may at any time declare any share in the Company to be wholly or in part exempt from Regulation 15.
17. The Company's lien on a share shall extend to all dividends payable on it.
18. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless - (i) a sum in respect of which the lien exists is immediately payable; and (ii) the following conditions are satisfied:

- 18.1 a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is immediately payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his or her death or bankruptcy; and
- 18.2 a period of 14 days after the date of giving of that notice has expired.
- 19. The following provisions apply in relation to a sale referred to in Regulation 18:
 - 19.1 to give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser of them;
 - 19.2 the purchaser shall be registered as the holder of the shares comprised in any such transfer;
 - 19.3 the purchaser shall not be bound to see to the application of the purchase consideration, nor shall his or her title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale; and
 - 19.4 the proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is immediately payable, and the residue, if any, shall (subject to a like lien for sums not immediately payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Forfeiture

- 20. If a member of the Company fails to pay any call or instalment of a call on the day appointed for payment of it, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on the member requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
- 21. The notice referred to in Regulation 20 shall:
 - 21.1 specify a further day (not earlier than the expiration of 14 days after the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - 21.2 state that, if the amount concerned is not paid by the day so specified, the shares in respect of which the call was made will be liable to be forfeited.
- 22. If the requirements of the notice referred to in Regulation 20 are not complied with, any share in respect of which the notice has been served may at any time after the day so specified (but before, should it occur, the payment required by the notice has been made) be forfeited by a resolution of the Directors to that effect.
- 23. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
- 24. A person whose shares have been forfeited shall cease to be a member of the Company in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all consideration which, at the date of forfeiture, were payable by him or her to the Company in respect of the shares, but his or her liability shall cease if and when the Company shall have received payment in full of all such consideration in respect of the shares.

25. A statement in writing that the maker of the statement is a Director or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the statement, shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share.
26. The following provisions apply in relation to a sale or other disposition of a share referred to in Regulation 23:
 - 26.1 the Company may receive the consideration, if any, given for the share on the sale or other disposition of it and may execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of (the “disponee”);
 - 26.2 upon such execution, the disponee shall be registered as the holder of the share; and
 - 26.3 the disponee shall not be bound to see to the application of the purchase consideration, if any, nor shall his or her title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

Variation of company capital

27. The Company may, by ordinary resolution and in accordance with section 83 of the Act, do any one or more of the following, from time to time:
 - 27.1 consolidate and divide all or any of its shares into shares of a larger nominal value than its existing shares;
 - 27.2 subdivide its shares, or any of them, into shares of a smaller nominal value, so however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - 27.3 increase the nominal value of any of its shares by the addition to them of any undenominated capital;
 - 27.4 reduce the nominal value of any of its shares by the deduction from them of any part of that value, subject to the crediting of the amount of the deduction to undenominated capital, other than the share premium account;
 - 27.5 without prejudice or limitation to Regulations 47 to 50 and the powers conferred on the Directors thereby convert any undenominated capital into shares for allotment as bonus shares to holders of existing shares;
 - 27.6 increase its share capital by new shares of such amount as it thinks expedient; or
 - 27.7 cancel shares of its share capital which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
28. The Company may, by special resolution, and subject to the provisions of the Act governing the variation of rights attached to classes of shares and the amendment of a company’s constitution, convert any of its shares into redeemable shares.
29.
 - 29.1 The rights conferred upon the holders of the shares of any class issued by the Company with preferred or other rights shall not, unless otherwise expressly provided by the

terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

- 29.2 Where the shares in the Company are divided into different classes, the rights attaching to a class of shares may only be varied or abrogated if (a) the holders of 75% in nominal value of the issued shares of that class consent in writing to the variation, or (b) a special resolution, passed at a separate general meeting of the holders of that class, sanctions the variation. The quorum at any such separate general meeting, other than an adjourned meeting, shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question and the quorum at an adjourned meeting shall be one person holding shares of the class in question or that person's proxy. The rights conferred upon the holders of any class of shares issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by a purchase or redemption by the Company of its own shares or by the creation or issue of further shares ranking *pari passu* therewith or subordinate thereto.

Reduction of company capital

30. The Company may, in accordance with the provisions of sections 84 to 87 of the Act, reduce its company capital in any way it thinks expedient and, without prejudice to the generality of the foregoing, may thereby:
- 30.1 extinguish or reduce the liability on any of its shares in respect of share capital not paid up;
- 30.2 either with or without extinguishing or reducing liability on any of its shares, cancel any paid up company capital which is lost or unrepresented by available assets; or
- 30.3 either with or without extinguishing or reducing liability on any of its shares, pay off any paid up company capital which is in excess of the wants of the Company.

Transfer and transmission of shares

31. The Directors may in their absolute discretion and without assigning any reason for doing so, decline to register the transfer of any share.
32. The Directors' power to decline to register a transfer of shares shall not cease to be exercisable on the expiry of two months after the date of delivery to the Company of the instrument of transfer of the share.
33. The Directors may determine such procedures as they shall think fit in respect to the transmission of shares in the Company held by a body corporate that are transmitted by operation of law in consequence of a merger or division.

Dividends

34. The Directors may from time to time:
- 34.1 pay to the members such dividends (whether as either interim dividends or final dividends) as appear to the Directors to be justified by the profits of the Company, subject to section 117 of the Act;
- 34.2 before declaring any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be

properly applied, and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments as the Directors may lawfully determine; and

- 34.3 without placing the profits of the Company to reserve, carry forward any profits which they may think prudent not to distribute.
- 35. Unless otherwise specified by the Directors at the time of declaring a dividend, the dividend shall be a final dividend.
- 36. Where the Directors specify that a dividend is an interim dividend at the time it is declared, such interim dividend shall not constitute a debt recoverable against the Company and the declaration may be revoked by the Directors at any time prior to its payment provided that the holders of the same class of share are treated equally on any revocation.
- 37. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend (and to the rights of the Company under Regulations 15 to 19 and Regulation 39) all dividends shall be declared and paid such that shares of the same class shall rank equally irrespective of the premium credited as paid up on such shares.
- 38. If any share is issued on terms providing that it shall rank for a dividend as from a particular date, such share shall rank for dividend accordingly.
- 39. The Directors may deduct from any dividend payable to any member, all sums of money (if any) immediately payable by him or her to the Company on account of calls or otherwise in relation to the shares of the Company.
- 40. The Directors when declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and, in particular, paid up shares, debentures or debenture stock of any other company or in any one or more of such ways.
- 41. Where any difficulty arises in regard to a distribution, the Directors may settle the matter as they think expedient and, in particular, may:
 - 41.1 issue fractional certificates and fix the value for distribution of such specific assets or any part of them;
 - 41.2 determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all the parties; and
 - 41.3 vest any such specific assets in trustees as may seem expedient to the Directors.
- 42. Any dividend, interest or other moneys payable in cash in respect of any shares may be paid –
 - 42.1 by cheque or negotiable instrument sent by post directed to or otherwise delivered to the registered address of the holder, or where there are joint holders, to the registered address of that one of the joint holders who is first named on the register or to such person and to such address as the holder or the joint holders may in writing direct; or
 - 42.2 by transfer to a bank account nominated by the payee or where such an account has not been so nominated, to the account of a trustee nominated by the Company to hold such moneys

provided that the debiting of the Company's account in respect of the relevant amount shall be evidence of good discharge of the Company's obligations in respect of any payment made by any such methods.

43. Any such cheque or negotiable instrument referred to in Regulation 42 shall be made payable to the order of the person to whom it is sent.
44. Any one of two or more joint holders may give valid receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders, whether paid by cheque or negotiable instrument or direct transfer.
45. No dividend shall bear interest against the Company.
46. If the Directors so resolve, any dividend or distribution which has remained unclaimed for twelve years from the date of its declaration shall be forfeited and cease to remain owing by the Company. The payment by the Directors of any unclaimed dividend, distribution or other moneys payable in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

Bonus issue of shares

47. The Directors may resolve to capitalise any part of a relevant sum (within the meaning of Regulation 48) by applying such sum in paying up in full unissued shares of a nominal value or nominal value and premium, equal to the sum capitalised, to be allotted and issued as fully paid bonus shares, to those members of the Company who would have been entitled to that sum if it were distributed by way of dividend (and in the same proportions).
48. For the purposes of Regulation 47, "relevant sum" means– (a) any sum for the time being standing to the credit of the Company's undenominated capital; (b) any of the Company's profits available for distribution; or (c) any sum representing unrealised revaluation reserves.
49. The Directors may in giving effect to any resolution under Regulation 47 make – (a) all appropriations and applications of the undivided profits resolved to be capitalised by the resolution; and (b) all allotments and issues of fully paid shares, if any, and generally shall do all acts and things required to give effect to the resolution.
50. Without limiting Regulation 49, the Directors may:
 - 50.1 make such provision as they think fit for the case of shares becoming distributable in fractions (and, again, without limiting the foregoing, may sell the shares represented by such fractions and distribute the net proceeds of such sale amongst the members otherwise entitled to such fractions in due proportions);
 - 50.2 authorise any person to enter, on behalf of all the members concerned, into an agreement with the Company providing for the allotment to them, respectively credited as fully paid up, of any further shares to which they may become entitled on the capitalisation concerned or, as the case may require, for the payment by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing shares,and any agreement made under such authority shall be effective and binding on all the members concerned.
51. Where the Directors have resolved to approve a bona fide revaluation of all the fixed assets of the Company, the net capital surplus in excess of the previous book value of the assets arising from such revaluation may be – (a) credited by the Directors to undenominated capital, other than the share premium account; or (b) used in paying up unissued shares of the Company to be issued to members as fully paid bonus shares.

General Meetings – General

52. Subject to Regulation 53 and, for the avoidance of doubt, section 175(3) of the Act, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
53. So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the year following.
54. The annual general meeting shall be held at such time and place as the Directors shall appoint.
55. All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.
56. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 178(3) to (7) of the Act. If at any time the number of Directors is less than the minimum number of Directors, any Director or any member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
57. An annual general meeting or extraordinary general meeting of the Company may be held outside the State provided that, unless all of the members entitled to attend and vote at such meeting consent in writing to its being held outside of the State the Company shall make, at its expense, all necessary arrangements to ensure that members can by technological means participate in any such meeting without leaving the State.
58. A general meeting of the Company may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

Notice of general meetings

59. The only persons entitled to notice of general meetings of the Company are:
 - 59.1 the members;
 - 59.2 the personal representatives of a deceased member, which member would but for his death be entitled to vote;
 - 59.3 the assignee in bankruptcy of a bankrupt member of the Company (being a bankrupt member who is entitled to vote at the meeting);
 - 59.4 the Directors and secretary of the Company; and
 - 59.5 unless the Company is entitled to and has availed itself of the audit exemption under the Act, the statutory auditors (who shall also be entitled to receive other communications relating to any general meeting which a member is entitled to receive).
60. A meeting of the Company, other than an adjourned meeting, shall be called:
 - 60.1 in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;

- 60.2 in the case of any other extraordinary general meeting, by not less than seven days' notice; or
 - 60.3 in either case, on such shorter notice as all of the members and, unless the Company has availed of the audit exemption under section 360 or 365 of the Act (and, where relevant, section 399 of the Act has been complied with in that regard), the statutory auditors of the Company agree.
- 61. In determining the correct period of notice for a general meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
 - 62. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Unanimous written resolutions

- 63. In accordance with section 193(1) of the Act (as modified in its application to a DAC by section 989 of the Act), notwithstanding any provision to the contrary in the Act:
 - 63.1 a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held (a "unanimous written resolution");
 - 63.2 if described as a special resolution a unanimous written resolution shall be deemed to be a special resolution within the meaning of the Act, and
 - 63.3 a unanimous written resolution may consist of several documents in like form each signed by one or more members.
- 64. A unanimous written resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, it shall be taken that it was signed by him or her on that date.
- 65. Where a unanimous written resolution is not contemporaneously signed, the Company shall notify the members, within 21 days after the date of delivery to it of the document or documents constituting the unanimous written resolution of the fact that the resolution has been passed.
- 66. The signatories of unanimous written resolution shall, within 14 days after the date of its passing, procure delivery to the Company of the documents constituting the unanimous written resolution and without prejudice to the use of the other means of delivery generally permitted by the Act, such delivery may be effected by electronic mail or the use of a facsimile machine and the Company shall retain those documents as if they constituted the minutes of a general meeting of the Company.
- 67. A unanimous written resolution within the meaning of Regulation 63 shall be ineffective to remove a Director or a statutory auditor (or so as not to continue the statutory auditor in office).

Majority written resolutions

- 68. An ordinary resolution and special resolution may be passed as majority written resolutions in accordance with sections 194 (as modified in its application to a DAC by section 990 of the Act) and 195 of the Act.

Written decision of sole member

69. At any time that the Company is a single-member company, its sole member may pass any resolution as a written decision in accordance with section 196 of the Act.

Quorum for general meetings

70. Two members of a Company present in person or by proxy at a general meeting of it shall be a quorum provided that at any time when the Company is a single-member company, one member of the Company present in person or by proxy at a general meeting of it shall be a quorum.
71. If within 15 minutes after the time appointed for a general meeting a quorum is not present, then:
- 71.1 the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine; and
- 71.2 if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

Proxies

72. Every member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A member shall not be entitled to appoint more than one proxy to attend on the same occasion. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
73. The instrument appointing a proxy (the "instrument of proxy") shall be in writing:
- 73.1 under the hand of the appointer or of his or her attorney duly authorised in writing; or
- 73.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
74. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than:
- 74.1 the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 74.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.
75. An instrument of proxy which is not in compliance with these Regulations shall not be valid.
76. The depositing of the instrument of proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means.
77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given provided however that it will not be valid if notice in writing of such death,

insanity, revocation or transfer as is mentioned in that subsection is received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Form of proxy

78. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

[name of company] ("the Company")

[name of member] ("the Member") of [address of member] being a member of the Company hereby appoint/s name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with an 'x')

Number or description of resolution:	In Favour	Abstain	Against
--------------------------------------	-----------	---------	---------

1

2

3

Unless otherwise instructed the proxy will vote as he or she thinks fit.

Signature of member:.....

Dated: [date].....

Representative of bodies corporate

79. Any body corporate which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company. The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this Regulation to produce such evidence of the person's authority as such as the chairperson may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

The business of general meetings

80. All business shall be deemed to be special business that is transacted at an extraordinary general meeting and that is transacted at an annual general meeting other than, in the case of an annual general meeting, the business specified in Regulation 81 which shall be ordinary business.
81. The business of the annual general meeting shall include:

- 81.1 the consideration of the Company's statutory financial statements and the report of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act, the report of the statutory auditors on those statements and that report;
- 81.2 the review by the members of the Company's affairs;
- 81.3 the authorisation of the directors to approve the remuneration of the statutory auditors (if any); and
- 81.4 save where the Company has availed itself of the audit exemption referred to in Regulation 81.1, the appointment or re-appointment of statutory auditors.

Proceedings at general meetings

- 82. The chairperson, if any, of the board of Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present at the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
- 83. If at any meeting no Director is willing to act as chairperson or if no Director is present at the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
- 84. The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- 85. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 86. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 87. Unless a poll is demanded in accordance with section 189 of the Act, at any general meeting:
 - 87.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - 87.2 a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 88. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall not have a second or casting vote.
- 89. Subject to any rights or restrictions for the time being attached to any class or classes of shares, where a matter is being decided:
 - 89.1 on a show of hands, every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote; and
 - 89.2 on a poll, every member shall, whether present in person or by proxy, have one vote for each share of which he or she is the holder.

90. Where there are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder or holders; and for this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members.
91. Each of the following:
- 91.1 a member of unsound mind;
 - 91.2 a member who has made an enduring power of attorney;
 - 91.3 a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind,
- may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court. Any such committee, donee of an enduring power of attorney, receiver, guardian, or other person may speak and vote by proxy, whether on a show of hands or on a poll.
92. Each Director will (even if that Director is not a member of the Company) be entitled to receive notice of, attend and speak at any general meeting, or at any meeting of any class of member, of the Company.
93. No member shall be entitled to vote at any general meeting of the Company unless all calls or other sums immediately payable by him or her in respect of shares in the Company have been paid.
94. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

Class meetings

95. The provisions of these articles of association relating to general meetings shall, as far as applicable, apply in relation to any meeting of any class of member of the Company.

Appointment of directors

96. The number of Directors, from time to time, shall be not less than two.
97. Directors may be appointed by the members in general meeting, provided that no person other than a Director retiring at the meeting shall, save where recommended by the Directors, be eligible for election to the office of Director at any general meeting unless the requirements of Regulation 102 as to his or her eligibility for that purpose have been complied with;
98. The Directors may from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any such number as may be provided for in the articles of association from time to time.
99. A Director who is appointed pursuant to Regulation 98 shall not be required to retire at the next following annual general meeting.
100. The Company may from time to time, by ordinary resolution, increase or reduce the number of Directors provided that where the articles of association specify a maximum number of

Directors, any resolution to appoint a director approved by the members that would result in that number being exceeded shall be deemed to constitute an ordinary resolution increasing the number of Directors to the number in office following such a resolution of appointment.

101. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under section 146 of the Act and, without prejudice to the powers of the Directors under Regulation 98, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
102. The following are the requirements mentioned in Regulation 97 for the eligibility of a person (the "person concerned") for election as a Director at a general meeting, namely, not less than three nor more than 21 days before the day appointed for the meeting there shall have been left at the Company's registered office:
 - 102.1 notice in writing signed by a member of the Company duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose the person concerned for such election; and
 - 102.2 notice in writing signed by the person concerned of his or her willingness to be so elected.

Vacation of office by Directors

103. A Director may be appointed or removed by notice in writing served on the Company by the Company's holding company. Any such notice shall be effective from the date on which it is expressed to take effect.
104. In addition to the circumstances described in sections 146, 148(1) and 196(2) of the Act, the office of Director shall be vacated -
 - 104.1 ipso facto, if that Director -
 - (a) resigns his or her office by notice in writing to the Company;
 - (b) becomes subject to a declaration of restriction under section 819 of the Act and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated;
 - (c) resigns his office by spoken declaration at any board meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting unless otherwise resolved;
 - (d) is adjudicated insolvent or bankrupt or makes any arrangement or compromise with his creditors generally (in any jurisdiction);
 - (e) is removed from office by notice in writing to the Company: where there is a sole member, by the sole member or where there is more than one member, by any member or members having the right to attend and vote at a general meeting of the Company on a resolution to remove a Director and holding for the time being not less than 90% in nominal value of the shares giving that right; and
 - 104.2 by resolution of the board of directors where that Director -

- (a) can no longer be reasonably regarded as possessing an adequate decision making capacity by reason of his or her health;
- (b) is sentenced to a term of imprisonment (whether or not the term is suspended) following conviction of a criminal offence in any jurisdiction;
- (c) is for more than six months absent, without the permission of the Directors, from meetings of the Directors held during that period;
- (d) is in full-time employment of the Company or the Company's holding company or a subsidiary of the Company's holding company, upon the termination of such employment;

and a Director so removed shall have no right to prior notice or to raise any objection to his or her removal from office but any removal (other than one initiated by the Director) shall be without prejudice to any claim for compensation or damages payable as a result of the removal also terminating any contract of service.

Directors' remuneration and expenses

- 105. The remuneration of the Directors shall be such as is determined, from time to time, by the board of Directors and such remuneration shall be deemed to accrue from day to day.
- 106. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them - (a) in attending and returning from – (i) meetings of the Directors or any committee; or (ii) general meetings of the Company, or (b) otherwise in connection with the business of the Company.

General power of management and delegation

- 107. The business of the Company shall be managed by its Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, but subject to:
 - 107.1 any regulations contained in these articles of association;
 - 107.2 the provisions of the Act; and
 - 107.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.
- 108. No direction given by the Company in general meeting under Regulation 107.3 shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 109. Without prejudice to the generality of Regulation 107, Regulation 107 operates to enable, subject to a limitation (if any) arising under any of paragraphs 107.1 to 107.3 of it, the Directors exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof.
- 110. Without prejudice to section 40 of the Act, the Directors may delegate any of their powers (including any power referred to in these articles of association) to a committee, which must include at least one Director; any such committee shall, in the exercise of the powers so delegated, be governed by the provisions of this Constitution relating to meetings of Directors, as far as same are applicable, and save to the extent that these may be superseded by any regulations that may be imposed on such committee by the Directors.

111. The reference in Regulation 107 to a power of the Company required to be exercised by the Company in general meeting includes a reference to a power of the Company that, but for the power of the members to pass a written resolution to effect the first-mentioned power's exercise, would be required to be exercised by the Company in general meeting.
112. The acts of the board of Directors or of any committee established by the board of Directors or any delegate of the board or any such committee shall be valid notwithstanding any defect which may afterwards be discovered in the appointment or qualification of any Director, committee member or delegate.
113. The Directors may appoint an assistant company secretary and a deputy company secretary for such term, at such remuneration and upon such conditions as they may think fit; and any such person so appointed may be removed by them.

Executive Director

114. The Directors may from time to time appoint one or more of themselves to the office of managing director (or chief executive officer or by whatever name called) or to any other office of executive director, for such period and on such terms as to remuneration and otherwise as they see fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
115. Without prejudice to any claim any person so appointed under Regulation 114 may have for damages for breach of any contract of service between the person and the Company, the person's appointment shall cease upon his or her ceasing, from any cause, to be a Director of the Company.
116. An executive director of the Company appointed under Regulation 114 shall receive such remuneration whether by way of salary, commission or participation in the profits, or partly in one way and partly in another, as the Directors may determine.
117. Without prejudice to section 40 of the Act, the Directors may confer upon an executive director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and in conferring any such powers, the Directors may specify that the conferral is to operate either - (a) so that the powers concerned may be exercised concurrently by them and the executive director; or (b) to the exclusion of their own such powers.
118. The Directors may (a) revoke any conferral of powers under Regulation 117 or (b) amend any such conferral (whether as to the powers conferred or the terms, conditions or restrictions subject to which the conferral is made).

Meetings of Directors and committees

119. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
120. All Directors shall be entitled to reasonable notice of any meeting of the Directors.
121. Nothing in Regulation 120 or any other provision of the Act enables a person, other than a Director, to object to the notice given for any meeting of the Directors.

122. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.
123. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed in accordance with these articles of association as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.

Chairperson

124. The Directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office, but if no such chairperson is elected, or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

Committees

125. The Directors may establish one or more committees consisting in whole or in part of members of the board of Directors.
126. A committee established under Regulation 125 (a "committee") may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
127. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and where there is an equality of votes, the chairperson of the committee shall have a second or casting vote.
128. Where any committee is established by the Directors:
- 128.1 the meetings and proceedings of such committee shall be governed by the provisions of these articles of association regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations imposed upon such committee by the Directors; and
- 128.2 the Directors may authorise, or may authorise such committee to authorise, any person who is not a Director to attend all or any meetings of any such committee on such terms as the Directors or the committee think fit, provided that any such person shall not be entitled to vote at meetings of the committee.

Written resolutions and telephonic meetings of Directors

129. A resolution or other document in writing (in electronic form or otherwise) signed (which shall include where it is signed by electronic signature, advanced electronic signature or otherwise as approved by the Directors) by a majority of the Directors, or by a majority of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Directors or such a committee duly convened and held, and such resolution or other document or documents when duly signed may be delivered or transmitted (unless the Directors shall otherwise determine either generally or in any specific case) by facsimile transmission, electronic mail or some other similar means of transmitting the contents of documents).

130. Any Director may propose a resolution in writing within the meaning of Regulation 129 by giving, or requesting the secretary to give, written notice of such resolution to all of the Directors or a committee of them and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee.
131. A Directors' majority written resolution shall be deemed not to be adopted if the number of Directors who signed the resolution is less than the quorum required for Directors' meetings, or the quorum required for a meeting of a committee of them, as the case may be.
132. Subject to Regulation 133, where one or more of the Directors (other than a majority of them) would not, by reason of:
- 132.1 the Act or any other enactment;
 - 132.2 these articles of association; or
 - 132.3 a rule of law,
- be permitted to vote on a resolution such as is referred to in Regulation 129, if it were sought to pass the resolution at a meeting of the Directors duly convened and held, then such a resolution, notwithstanding anything in Regulation 129, shall be valid for the purposes of that subsection if the resolution is signed by those of the Directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.
133. In a case falling within Regulation 130, the resolution shall state the name of each Director who did not sign it and the basis on which he or she did not sign it.
134. For the avoidance of doubt, nothing in Regulations 129 to 133 dealing with a resolution that is signed by other than all of the Directors shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.
135. The resolution referred to in Regulation 129 may consist of several documents in like form each signed by one or more Directors and for all purposes shall take effect from the time that it is signed by the last Director.
136. A meeting of the Directors or of a committee referred to in Regulation 125 may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
- 136.1 a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - 136.2 such a meeting shall be deemed to take place:
 - (a) where the largest group of those participating in the conference is assembled;
 - (b) if there is no such group, where the chairperson of the meeting then is; or
 - (c) if neither subparagraph (a) or (b) applies, in such location as the meeting itself decides.

Directors' duties, conflicts of interest, etc.

137. The Directors may have regard to the interests of the Company's holding company and to other companies in a group of which it is a member to the full extent permitted by the Act.
138. Subject to the provisions of the Act, a Director may vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall be counted in the quorum present at the meeting.
139. A Director is expressly permitted (for the purposes of section 228(1)(d) of the Act) to use vehicles, telephones, computers, accommodation and any other Company property where such use is approved by the board of Directors or by a person so authorised by the board of Directors or where such use is in accordance with a Director's terms of employment, letter of appointment or other contract or in the course of the discharge of the Director's duties or responsibilities or in the course of the discharge of a Director's employment.
140. Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with these articles of association. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by sections 228(1)(e)(ii) and 228(2) of the Act.
141. A Director may vote in respect of any contract, appointment or arrangement in which he or she is interested and shall be counted in the quorum present at the meeting and is hereby released from his or her duty set out in section 228(1)(f) of the Act and a Director may vote on his or her own appointment or arrangement and the terms of it.
142. The Directors may exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and, in particular, they may exercise the voting powers in favour of any resolution – (a) appointing the Directors or any of them as Directors or officers of such other company; or (b) providing for the payment of remuneration or pensions to the Directors or officers of such other company.
143. Any Director may vote in favour of the exercise of such voting rights notwithstanding that he or she may be or may be about to become a Director or officer of the other company referred to in Regulation 142 and as such or in any other way is or may be interested in the exercise of such voting rights in the foregoing manner.
144. A Director may hold any other office or place of profit under the Company (other than the office of statutory auditor) in conjunction with his or her office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
145. No Director or intending such Director shall be disqualified by his or her office from contracting with the Company either with regard to his or her tenure of any such other office or place of profit or as vendor, purchaser or otherwise.
146. In particular, neither shall:
- 146.1 any contract with respect to any of the matters referred to in Regulation 138, nor any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested, be liable to be avoided; nor
- 146.2 a Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement,
- by reason of such Director holding that office or of the fiduciary relation thereby established.

147. A Director, notwithstanding his or her interest, may be counted in the quorum present at any meeting at which:
- 147.1 that Director or any other Director is appointed to hold any such office or place of profit under the Company as is mentioned in Regulation 144; or
- 147.2 the terms of any such appointment are arranged,
- and he or she may vote on any such appointment or arrangement.
148. Without prejudice to the provisions of section 228 of the Act, a Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise.
149. A Director may act by himself or herself, or his or her firm, in a professional capacity for the Company; and any Director, in such a case, or his or her firm, shall be entitled to remuneration for professional services as if he or she were not a Director, but nothing in this Regulation authorises a Director, or his or her firm, to act as statutory auditor of the Company.

Alternate Directors

150. Any Director (the “appointer”) may from time to time appoint any person to be an alternate director (the “appointee”) as respects him or her.
151. One or more persons may stand appointed at a particular time to be an alternate director as respects a particular Director, although only one alternate in respect of each Director may attend an individual meeting.
152. The appointee, while he or she holds office as an alternate director, shall be entitled –
- 152.1 to notice of meetings of the Directors;
- 152.2 to attend at such meetings as a Director; and
- 152.3 in place of the appointer, to vote at such meetings as a Director,
- but shall not be entitled to be remunerated otherwise than out of the remuneration of the appointer.
153. Any appointment under Regulation 150 shall be effected by notice in writing given by the appointer to the Company.
154. Any appointment so made may be revoked at any time by the appointer or by an ordinary resolution of the members and Regulations 103 and 104 shall apply to each alternate director.
155. Revocation of such an appointment by the appointer shall be effected by notice in writing given by the appointer to the Company.
156. An appointee shall cease to be an alternate director ipso facto upon his or her appointer ceasing to be a Director.
157. The appointer and each appointee of that appointer shall be deemed to constitute but one and the same Director for the purposes of counting the number of Directors for all purposes under these articles of association or the Act, including for the purposes of determining the maximum number of directors, the quorum for a meeting of the Directors or a majority of the directors for the purposes of determining the approval of a resolution of the Directors or all the Directors for the purposes of a resolution in writing of the Directors.

The common seal and official seal

158. The use of the Company's seal may be authorised by any of the following persons:
- (a) any Director of the Company;
 - (b) any individual employed by or seconded to the Company, the UK branch of the Company, Merrill Lynch International, or the UK branch of Bank of America, National Association, holding the recognition title of Managing Director, Senior Vice President, Director, General Counsel, Associate General Counsel or Assistant General Counsel or equivalent or more senior (a "General Signatory");
 - (c) any individual employed by or seconded to the Company or the UK Branch of the Company holding the recognition title of Managing Director, Senior Vice President (if deemed equivalent to Managing Director, as determined by Human Resources), General Counsel, Associate General Counsel or Assistant General Counsel or equivalent or more senior (a "Delegation Signatory");
 - (d) any individual who has been granted authority in writing by a Delegation Signatory to authorise the use of the company seal; or
 - (e) any other person so authorised by:
 - (i) the Directors;
 - (ii) a committee authorised by the Directors to exercise such authority;
 - (iii) any one or more persons severally or jointly so authorised by the Directors or by such a committee.
159. Any instrument to which a Company's seal shall be affixed shall be signed by any one of:
- (a) any Director of the Company;
 - (b) any General Signatory of the Company;
 - (c) any Delegation Signatory of the Company;
 - (d) any individual who has been granted authority in writing by a Delegation Signatory to authorise the use of the company seal; or
 - (e) any other person authorised to use the company seal pursuant to Regulation 158(e),
- and a second signature shall not be required.
160. The Company may have an official seal for use abroad.
161. The Company may have one or more duplicate common seals or official seals for use in different locations.

Service of notices on members and the Company

162. A notice required or authorised to be served on or given to a member of the Company pursuant to a provision of the Act or these articles of association shall, save where the means of serving or giving it specified in Regulation 162.4 is used, be in writing and may be served on or given to the member in one of the following ways:

- 162.1 by delivering it to the member;
- 162.2 by leaving it at the registered address of the member;
- 162.3 by sending it by post in a prepaid letter to the registered address of the member; or
- 162.4 by electronic means; and

each of the members of the Company hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Company with an email address to which notices may be served or given, and each of the members of the Company further consents that any such notice may be signed by electronic signature, advanced electronic signature or otherwise as approved by the Directors.

- 163. Any notice served or given in accordance with Regulation 162 shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:
 - 163.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - 163.2 in the case of its being left, at the time that it is left;
 - 163.3 in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address)—
 - (a) on a Friday — 72 hours after despatch; or
 - (b) on a Saturday or Sunday — 48 hours after despatch;
 - 163.4 in the case of electronic means being used in relation to it, twelve hours after despatch, but this Regulation is without prejudice to section 181(3) of the Act.
- 164. In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.

Sending statutory financial statements to members

- 165. Each of the members hereby agree and consent that copies of the documents referred to in section 338(2) of the Act, are to be treated, for the purposes of section 338 of the Act, as sent to a person where:
 - 165.1 the Company and that person have agreed to his or her having access to the documents on a website (instead of their being sent to him or her);
 - 165.2 the documents are documents to which that agreement applies; and
 - 165.3 that person is notified, in a manner for the time being agreed for the purpose between him or her and the Company, of —
 - (a) the publication of the documents on a website,
 - (b) the address of that website, and

- (c) the place on that website where the documents may be accessed, and how they may be accessed.
166. Documents treated in accordance with Regulation 165 as sent to any person are to be treated as sent to him or her not less than 21 days before the date of a meeting if, and only if:
- 166.1 the documents are published on the website throughout a period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting; and
- 166.2 the notification given for the purposes of paragraph (c) of Regulation 165.3 is given not less than 21 days before the date of the meeting.
167. Any obligation by virtue of section 339(1) or (2) of the Act to furnish a person with a document may, unless these articles of association provides otherwise, be complied with by using electronic communications for sending that document to such address as may for the time being be notified to the Company by that person for that purpose.

Winding up

168. Subject to the provisions of the Act as to preferential payments, the property of the Company on its winding up shall, subject to such application, be distributed among the members according to their rights and interests in the Company.
169. Unless the conditions of issue of the shares in question provide otherwise, dividends declared by the Company more than six years preceding the commencement date of a winding up of the Company, being dividends which have not been claimed within that period of six years, shall not be a claim admissible to proof against the Company for the purposes of the winding up.

Indemnification

170. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act every Director, secretary and other officer (excluding statutory auditors) of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

Associate Directors, First Vice Presidents, Senior Vice Presidents, Vice Presidents and Assistant Vice Presidents

171. The expressions “Associate Director”, “First Vice President”, “Senior Vice President”, “Vice President” or “Assistant Vice President” shall mean a person appointed to hold that office pursuant to this article and shall not imply that the holder thereof is a director of the Company for any purpose of these presents. An Associate Director, First Vice President, Senior Vice President, Vice President or Assistant Vice President shall not (unless he shall be a director of the Company and shall not be entitled to participate in the exercise of any of the collective powers or rights of a director of the Company individually and if at the invitation or by the order of the directors of the Company, any Associate Director, First Vice President, Vice President or Assistant Vice President shall attend and take part in the proceedings at any meeting of the board he shall be deemed to do so in an advisory capacity only.

172. **Titles including the word “Director” with further description:** The directors may from time to time appoint any person to an office or employment, having a designation or title including the word “director” or attach to any existing office or employment with the Company such as designation or title provided that such designation shall contain a further word or word describing the office or employment. The inclusion of the word “director” in the designation or title of any office or employment with the Company (other than the office of managing or joint managing or deputy or senior or assistant managing director) shall not imply that the holder thereof is a director of the Company nor shall such holder thereby be empowered in any respect to act as a director of the Company or be deemed to be a director for any of the purposes of these presents:

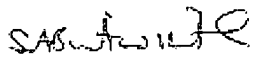
172.1 the appointment, continuance in office, removal and duties of such “directors” shall be determined by the directors of the Company with full power to make such arrangements as the directors of the Company may think fit; and

172.2 the expression “**managing director**”, “**executive director**” or “**director**” containing a further word or words describing the office or employment shall mean a person appointed to hold that office pursuant to this Article and shall not imply that the holder thereof is a director of the Company, thereby empowered in any respect to act as director of the Company, or be deemed to be a director of the Company entitled to participate in the exercise of any of the collective powers or rights of a director of the Company individually, and if, at the invitation or by the order of the directors of the Company any such holder thereof shall attend and take part in the proceedings at any meeting of the board, he shall be deemed to do so in an advisory capacity only and not empowered to act in any respect as a director of the Company or deemed to be a director for any other purpose of these presents:

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this memorandum of association, and we agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses and Descriptions
of Subscribers

Number of shares
taken by each
Subscriber


Sarah Birtwistle,
10 Glencairn Court,
The Gallops,
Sandyford,
Dublin 18.

One
One

Corporate Manager

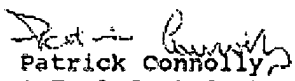

Alan Fitzpatrick,
23 Watermeadow Park,
Old Bawn,
Tallaght,
Dublin 24.

One
One

Company Secretary

Dated this 16th day of February, 1995.

Witness to the above signatures:


Patrick Connolly,
1 Earlsfort Centre,
Hatch Street,
Dublin 2.