

**Companies (Northern Ireland) Orders 1986 to 1990
and
Companies Act 2006**

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF



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A4E IRELAND LIMITED

PRELIMINARY

1. In these articles and in Table A:
"the Order" means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006(a) for the time being in force:

"Table A" means Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986 (S.R. 1986 No. 264) as amended by the Companies (Tables A to F) (Amendment) Regulations (Northern Ireland) 2007 (S.R. 2007 No. 394) and the Companies (Tables A to F) (Amendment No. 2) Regulations (Northern Ireland) 2007 (S.R. 2007 No.425)
2. Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
3. Regulations 24, 68, 76, 77, 78, 87, and 118 of Table A shall not apply to the Company, but the articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

4. Subject to the provisions of article 5 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Article 90 (2) of the Order) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they think proper, provided that no shares shall be issued at a discount
5. The maximum nominal amount of share capital which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with article 4 shall be the total amount stated in clause 5 of the Memorandum of Association of the Company or such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the Directors by article 4 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.

7. The provisions of Article 99(1) of the Order shall not apply to the

Company.

LIEN

8. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.

(a) The Company has power to purchase its own shares (including any redeemable shares).

PROCEEDINGS AT GENERAL MEETING

11. Regulation 37 of Table A shall be modified by the deletion of the words "within the United Kingdom".

12. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of table A shall be modified accordingly.

DIRECTORS

13. The number of Directors need not exceed one and regulation 64 of Table A ~~shall~~ be modified accordingly.

14. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by Article 21 of the Order.

15. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

16. Subject to the provisions of the Order, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A shall be modified accordingly.
17. The Directors may exercise all the powers of the Company contained in clause 3 (V) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

18. Without prejudice to the powers of the Company under Article 311 of the Order to remove a Director/s by ordinary resolution the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company, shall have the power from time to time and at any time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed

Any such appointment or removal shall be affected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon being lodged at the registered office of the Company.

19. The office of a Director shall be vacated if he is removed from office under article 20. Regulation 81 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

20. Any appointment or removal or an alternate Director made under Table A shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.
21. If his appointor is for the time being absent from the United Kingdom or otherwise not available for signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 of Table A shall be modified accordingly.
22. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

23. (1) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute "present in person" at such meeting.
- (2) A resolution agreed by all the directors by means of telephonic communication, telex, facsimile transceiver, telegraph, computer or any other electronic means will be valid if such resolution is signed by the Chairman of the Company and if such resolution is expressed to be passed pursuant to this provision.
24. The following sentence shall be inserted after the first sentence of regulation 72 of table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any per or persons although not being a Director of the Company".
25. Regulation 8S of Table A shall be modified by the deletion of the third sentence.
26. A sole director may exercise all the powers conferred by these articles on the Directors and for such time as there is not more than one director of the Company them shall be no requirement for a quorum or meetings of directors: Regulations 88 and 89 shall be modified accordingly.
27. Regulation 90 of Table A shall be modified by the deletion of the words "but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting".

COMMUNICATION BY MEANS OF A WEBSITE

28. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

OFFICIAL SEAL FOR USE ABROAD

29. The Company may have an official seal for use under the provisions of the Order, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof *as* may be thought fit. Wherever in these articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICES

30. Regulation 112 of Table A shall be modified by the following insertion after "registered address" or to such other address whether within or outside the United Kingdom as he may supply to the Company for that purpose".
31. Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Order. The third sentence of regulation 112 of Table A shall be deleted.
32. Regulation 116 of Table A shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

INDEMNITY

33. Subject to the provisions of and so far as may be consistent with the Order but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer 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/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) 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 judgement 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 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.

LIEN

34. Notwithstanding any other provision of these articles of association, the lien conferred by regulation 8 of Table A shall not apply to any shares which are charged to a Secured Institution (as that term is defined in Article 35 below) nor shall such lien be enforceable against the registered holder, from time to time, of such shares without the consent in writing of the Secured Institution.

TRANSFER OF SHARES

35. Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares, where such transfer is to a bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (in each case, as applicable, a "Secured Institution") and may not suspend registration thereof, where such transfer to the Secured Institution is for such shares that have been charged by way of security and such transfer is pursuant to the power of sale or other power under such security following enforcement of same and in accordance with and subject to the terms of the relevant security agreement, and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to the Secured Institution or its nominee shall be required to offer the shares which are or are to be the

subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

36. The Directors are irrevocably authorised to transfer shares in the manner contemplated by Article 35 above as if any pre-emption rights contained in the Articles of Association of the Company or otherwise, did not and do not apply to such transfer.
- 37 No resolution shall be proposed or passed the effect of which would be to delete or amend Articles 35 and 36 of these Articles of Association or to insert another provision(s) which would contradict or frustrate the intent of the aforementioned Articles unless the prior consent of the Secured Institution (as defined in Article 35 of these Articles of Association) has been obtained in writing to such deletion or amendment or insertion of such other provision(s).