



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6765042

The Registrar of Companies for England and Wales hereby certifies that

EAST WEST INTERCONNECTOR LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **3rd December 2008**



N06765042H



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

000130/20

Memorandum of Association

10,000,000

COMPANY NUMBER:

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of East West Interconnector Limited.

1. The name of the company is East West Interconnector Limited.
2. The registered office of the company is to be situated in England and Wales.
3. The objects of the company are to carry on business as a general commercial company. This clause 3 invokes section 3A of the Companies Act 1985. Without derogating from that section, the objects of the company include giving guarantees, making donations and gifts and holding or investing in property of any description whatsoever.
4. The liability of the members is limited to the amount (if any) for the time being unpaid on the share(s) held by the members.
5. The share capital of the company is GBP 10,000,000 divided into 10,000,000 Ordinary shares of GBP 1.00 each.
6. The subscribers to this memorandum of association whose names, addresses and signatures appear following this clause 6, wish to be formed into a company pursuant to this memorandum; and each of the subscribers agrees to take the number of shares specified under their respective names and addresses.

TUESDAY



LDYB15BO

LD2

02/12/2008

45

COMPANIES HOUSE

Full name of subscriber 1: Ms Grace Samodal

Address of subscriber 1: 3 Abinger Mews, City London, W93SP London Lodon W93SP UK

**Number and type of shares
to be taken by subscriber 1:**

1 Ordinary share of GBP 1.00 per share (fully paid)

Signature of subscriber 1:

x 

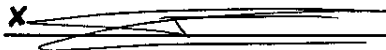
Date of signing:

28/10/08

Full name of witness:

KADIJA DJIRI

Signature of witness:

x 

Address of witness:

20 Bury House, 1FSC
Dublin 1, Ireland

(Subscriber and
witness to sign. Also
insert date and
witness name and
address details)

Full name of subscriber 2: Rory O'Neill

Address of subscriber 2: 12 Pavillon 2 Dublin County Dublin dun Laogaire ireland

**Number and type of shares
to be taken by subscriber 2:**

1 Ordinary share of GBP 1.00 per share (fully paid)

Signature of subscriber 2:

x 

Date of signing:

28/10/2008

Full name of witness:

KADIJA DJIRI

Signature of witness:

x 

Address of witness:

20 Bury House, 1FSC
Dublin 1, Ireland

(Subscriber and
witness to sign. Also
insert date and
witness name and
address details)

The total number of shares taken by the subscribers is 2 Ordinary shares of GBP 1.00 per share (fully paid).

Register of Members of

East West Interconnector Limited

(As required by Section 352 of the Companies Act 1985)

Member's full name: Ms Grace Samodal

Member's address: 3 Abinger Mews, City London, W93SP London Lodon W93SP UK

Date on which this member was formally registered as a member: _____

| Date of dealing dd/mm/yy | Particulars of dealing (e.g. 'Allotment' / 'Purchase' / 'Sale') | Number of shares dealt with | | Class of shares dealt with | Share (serial) numbers (if any) | | Price per share (including any premium) | Number/ Balance of shares held | Amount paid or agreed to be considered as paid per share |
|-----------------------------|---|-----------------------------|--------------|----------------------------|---------------------------------|----|---|--------------------------------|--|
| | | acquired | relinquished | | from | to | | | |
| | Issued on incorporation | 1 | | ORD | 1 | 1 | GBP 1.00 | 1 | GBP 1.00 |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

Member's full name: Rory O'Neill

Member's address: 12 Pavillon 2 Dublin County Dublin dun Laoghaire ireland

Date on which this member was formally registered as a member: _____

| Date of dealing dd/mm/yy | Particulars of dealing (e.g. 'Allotment' / 'Purchase' / 'Sale') | Number of shares dealt with | | Class of shares dealt with | Share (serial) numbers (if any) | | Price per share (including any premium) | Number/ Balance of shares held | Amount paid or agreed to be considered as paid per share |
|-----------------------------|---|-----------------------------|--------------|----------------------------|---------------------------------|----|---|--------------------------------|--|
| | | acquired | relinquished | | from | to | | | |
| | Issued on incorporation | 1 | | ORD | 2 | 2 | GBP 1.00 | 1 | GBP 1.00 |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

Register of Directors and Secretaries of

East West Interconnector Limited

(As required by section 288 of the Companies Act 1985)

Directors

Full Name of Director: Ms Grace Samodal

Address: 3 Abinger Mews, City London, W93SP London Lodon W93SP UK

| Nationality | Date of birth | Business occupation (if any) | Other directorships | Date of appointment | Date ceased |
|-------------|---------------|------------------------------|--|---------------------|-------------|
| American | 25 Aug 1973 | Businesswoman | East west cable one ltd 419119; Imera Holdings | | |

Full Name of Director: Rory O'Neill

Address: 12 Pavillon 2 Dublin County Dublin dun Laoguaire ireland

| Nationality | Date of birth | Business occupation (if any) | Other directorships | Date of appointment | Date ceased |
|-------------|---------------|------------------------------|--|---------------------|-------------|
| Irish | 24 May 1979 | Businessman | east west cable one ltd 419119; Imera Holdings; Imera Ltd 448713 | | |

Full Name of Director: _____

Address: _____

| Nationality | Date of birth | Business occupation (if any) | Other directorships | Date of appointment | Date ceased |
|-------------|---------------|------------------------------|---------------------|---------------------|-------------|
| | | | | | |

Full Name of Director: _____

Address: _____

| Nationality | Date of birth | Business occupation (if any) | Other directorships | Date of appointment | Date ceased |
|-------------|---------------|------------------------------|---------------------|---------------------|-------------|
| | | | | | |

Articles of Association

COMPANY NUMBER:

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of East West Interconnector Limited

1. Preliminary

- 1.1 The regulations constituting Table A ('Table A') in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended at the date of incorporation of the company shall apply to the company except in so far as they are inconsistent with or excluded or varied by these articles.
- 1.2 Words and expressions defined in regulation 1 of Table A shall, unless the context indicates otherwise, have the same meaning in these articles as so defined.
- 1.3 References to 'the directors' shall, in the case of a company having a sole director, be construed as a reference to such sole director. References in these Articles to Table A are to that Table so far as it relates to private companies limited by shares.

2. Share capital

- 2.1 The share capital of the company as at the date of incorporation is set out in Schedule 1 at the end of these articles.
- 2.2 Subject to any contrary direction given by the company in general meeting and to the provisions of the Act, the unissued shares in the capital of the company as at the date of incorporation of the company, shall be under the control of the directors who, for a period of five years from the date of incorporation of the company, are generally and unconditionally authorised to allot, grant options over or otherwise dispose of them to such persons, at such times, in such manner and on such terms as they see fit.
- 2.3 Sections 561 and 562 of the Companies Act 2006 do not apply to the company.

3. Liens

The lien conferred by regulation 8 of Table A shall attach to all shares whether fully paid or not registered in the name of any person who is indebted to or under a liability to the company and whether the person is sole or joint holder of the shares. Further, the lien shall attach to all distributions and other money or property attributable to the shares and shall be for all sums presently payable to the company by the person or the person's estate.

4. Transfer of shares

- 4.1 Regulation 24 of Table A is amended by deleting the words 'which is not fully paid' from the first sentence and inserting instead the words 'in their absolute and unfettered discretion and without giving reasons'.
- 4.2 Regulation 25 of Table A is amended by replacing the words 'two months' with '21 days'.

5. Notice of general meetings

Regulation 38 of Table A is amended by deleting the words 'directors and' from the last sentence.

6. Proceedings at general meetings

The words 'by at least two members having the right to vote at the meeting; or' in paragraph (b) of regulation 46 of Table A are deleted and replaced with 'by any member having the right to vote at the meeting;' and paragraphs (c) and (d) of regulation 46 of Table A are deleted.

7. [Intentionally deleted in view of SI 2007/2541 and SI 2007/2826.]

8. Number of directors

Regulation 64 of Table A is deleted and a new provision (with the same number) is inserted reading 'The minimum number of directors is one and unless otherwise determined by ordinary resolution there is no maximum number of directors. A sole director may exercise all of the powers and discretions given to the directors by these articles and by the Act.'

9. Appointment and retirement of directors

9.1 The directors of the company are not subject to retirement by rotation and regulations 76 and 77 of Table A shall not apply. Regulation 67 of Table A is amended by deleting the words 'by rotation or otherwise' and regulation 78 of Table A is amended by deleting the words 'and may also determine the rotation in which any additional directors are to retire'. Regulation 79 of Table A is deleted.

9.2 The directors, or the company by ordinary resolution, may appoint as a director, either to fill a casual vacancy or as an additional director, any person who is willing to act, provided that the appointment does not cause the number of directors to exceed the number (if any) fixed as the maximum number of directors under these articles.

10. Disqualification and removal of directors

Regulation 81 of Table A is amended by deleting from paragraph (c) the words 'he is, or may be, suffering from' and replacing them with the words 'he is, or may be, in the opinion of the other directors, suffering from'.

11. Proceedings of directors

11.1 The quorum for the transaction of the business of the directors is two, except when there is only one director in office. A person who holds office as an alternate director shall, if the person's appointor is not present, be counted in the quorum. Regulation 89 of Table A is deleted. When the company has only one director he, she or it may exercise all the powers and discretions conferred on directors by these articles.

11.2 The fifth sentence of Regulation 88 of Table A is deleted and a new sentence is inserted in its place namely 'In the case of an equality of votes, the chairman shall not have a second or casting vote.'

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- 11.3 A director may participate in a meeting of the directors or of a committee of the directors of which he, she or it is a member, by conference telephone, video link, internet chat room or other similar communication system by means of which all of the directors participating or represented in the meeting can hear or read each other's communications at the same time. Participation in a meeting in such a manner is treated as presence in person at the meeting.
- 11.4 Subject to any contrary provision in these articles, a director may vote at a meeting of the directors, or of a committee of the directors of which the director is a member, in respect of a resolution which concerns or relates to a matter in which the director has a direct or indirect interest, but the director nevertheless remains obliged to declare the director's interest in compliance with the Act. Regulations 94 to 98 inclusive of Table A are deleted.

12. Minutes

The directors shall cause minutes to be made in books kept for the purpose of all proceedings at general meetings as well as meetings of its directors. Regulation 100 of Table A is deleted.

13. The Seal

- 13.1 Regulation 101 of Table A is amended by deleting the first two words (namely 'The seal') and replacing them with 'If the company has a seal, it'.
- 13.2 A document signed by a director and the company secretary, or by two directors and expressed (in whatever form of words) to be executed by the company, has the same effect as if executed under a company seal.

14. Notices

Regulation 111 of Table A is amended by adding the sentence 'A notice shall be taken to be given in writing if sent by facsimile transmission.', immediately after the first sentence of the regulation.

15. Indemnity

- 15.1 Regulation 118 of Table A is amended by inserting after the words 'or in which he is acquitted' the words 'or which are withdrawn or settled on terms which do not include an admission of a material breach of duty by him'.
- 15.2 Subject to the provisions of the Act, the directors may, at the company's expense, purchase and maintain insurance for the benefit of current or past directors, officers, employees or auditors of the company against any liability which may attach to them or any loss or expenditure which they may incur in relation to anything done or omitted by them (or alleged to have been done or omitted by them) in their role as a director, officer, employee or auditor.

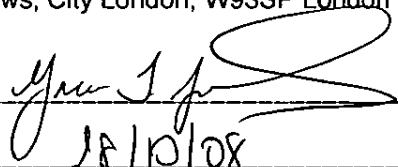
Schedule 1
(Share capital as at date of incorporation)

10,000,000 Ordinary share/s of GBP 1.00 per share

Full name of subscriber 1: Ms Grace Samodal

Address of subscriber 1: 3 Abinger Mews, City London, W93SP London Lodon W93SP UK

Signature of subscriber 1

x 
28/10/08

(Subscriber and

Date of signing:

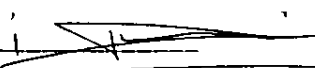
witness to sign. Also

Full name of witness:

KADIJA DURI

insert date and

Signature of witness:

x KADIJA DURI 

witness name and

Address of witness:

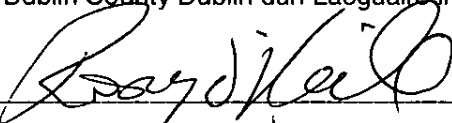
20 Bury Hall, 4FSC,
Dublin 1, Ireland

address details)

Full name of subscriber 2: Rory O'Neill

Address of subscriber 2: 12 Pavillon 2 Dublin County Dublin dun Laoghaire ireland

Signature of subscriber 2

x 
28/10/08

(Subscriber and

Date of signing:

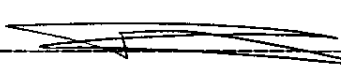
witness to sign. Also

Full name of witness:

KADIJA DURI

insert date and

Signature of witness:

x 

witness name and

Address of witness:

20 Bury Hall, 4FSC
Dublin 1, Ireland

address details)

12

Please complete in typescript,
or in bold black capitals.

CHFP126

Declaration on application for registration

Company Name in full

East West Interconnector Limited

I, Ms Grace Samodal

of 3 Abinger Mews, City London, W93SP London Lodon W93SP UK

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~[Solicitor engaged in the formation of the company]~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

London

Day Month Year

On

28 10 2008

① Please print name

before me ①

Kadija Duri

Signed

Date

28/10/08

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Ms Grace Samodal

3 Abinger Mews, City London, W93SP London Lodon W93SP UK

Ref

Tel +44 7808896410

DX number

DX exchange

Companies House receipt date barcode

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh or LP - 4 Edinburgh**

10

*Please complete in typescript,
or in bold black capitals.*

CHFP126

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

East West Interconnector Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

3 Abinger Mews, City London, W93SP

Post town

City London

County / Region

City London

Postcode

W93SP

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

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

Ms Grace Samodal

3 Abinger Mews, City London, W93SP London Lodon W93SP UK

Ref

Tel +44 7808896410

DX number

DX exchange

Companies House receipt date barcode

Form April 2002

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh or LP - 4 Edinburgh 2**

Company Secretary (see notes 1-5)

| | | | |
|----------------------|----------------|----------------------------------|--------------|
| Company name | | East West Interconnector Limited | |
| NAME | *Style / Title | | *Honours etc |
| Forename(s) | | | |
| Surname | | | |
| Previous forename(s) | | | |
| Previous surname(s) | | | |
| Address ** | | | |
| | | | |
| Post town | | | |
| County / Region | | Postcode | |
| Country | | | |

* Voluntary details

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address **

☐

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

| | | | | |
|----------------------|----------------|---------------|---------------|--|
| NAME | *Style / Title | | *Honours etc | |
| Forename(s) | | Rory | | |
| Surname | | O'Neill | | |
| Previous forename(s) | | | | |
| Previous surname(s) | | | | |
| Address ** | | 12 Pavillon 2 | | |
| | | | | |
| Post town | | Dublin | | |
| County / Region | | Postcode | dun Laoguaire | |
| Country | | ireland | | |

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address **

☐

Day Month Year

Date of birth

24 May 1979

Nationality Irish

Business occupation

Businessman

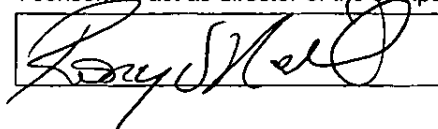
Other directorships

east west cable one ltd 419119; Imera Holdings; Imera Ltd 448713

I consent to act as director of the company named on page 1

Consent signature

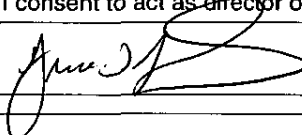
Date


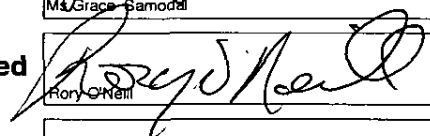


28/10/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

| | | | | |
|---|---|---|---------------------|----------------------|
| NAME | *Style / Title | Ms | *Honours etc | |
| * Voluntary details | Forename(s) | Grace | | |
| | Surname | Samodal | | |
| | Previous forename(s) | | | |
| | Previous surname(s) | | | |
| †† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address. | Address †† | 3 Abinger Mews, City London, W93SP | | |
| | Post town | London | | |
| | County / Region | Lodon | Postcode | W93SP |
| | Country | UK | | |
| | Date of birth | Day 25 | Month Aug | Year 1973 |
| | | Nationality American | | |
| | Business occupation | Businesswoman | | |
| | Other directorships | East west cable one ltd 419119; Imera Holdings | | |
| | | | | |
| | I consent to act as director of the company named on page 1 | | | |
| | Consent signature |  | | Date 28/10/08 |

| | | | | |
|---|---------------|---|-------------|----------|
| This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association). | Signed | | Date | |
| | Signed |  Ms Grace Samodal | Date | 28/10/08 |
| | Signed |  Rory O'Neill | Date | 28/10/08 |
| | Signed | | Date | |
| | Signed | | Date | |
| | Signed | | Date | |