



6846840

**CONSTITUTION OF
TENTON DESIGNATED ACTIVITY COMPANY**

MEMORANDUM OF ASSOCIATION



- 1.1 The name of the Company is **TENTON DESIGNATED ACTIVITY COMPANY**.
- 1.2 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.
2. The objects for which the Company is established are:
 - (a) To undertake and carry on the business of an investment holding company and to purchase and sell and hold property of all kinds;
 - (b) To carry on all of the said businesses or any one or more of them as a distinct or separate business or as the principal business of the Company, to carry on any other business manufacturing or otherwise which may seem to the Company capable of being conveniently carried on, in connection with the above or any one of the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights;
 - (c) To act as managers, consultants; supervisors and agents of other companies or undertakings, and to provide for such companies or undertakings, managerial, advisory, technical, purchasing, selling and other services, and to enter into such agreements as are necessary or advisable in connection with the foregoing.
 - (d) To invest the capital and other moneys of the Company in the purchase or upon the security of shares, stocks, debentures, debenture stock, bonds, bills, mortgages, obligations and securities of any kind, issued or guaranteed by any company, corporation or undertaking or whatever nature and wheresoever constituted or carrying on business, and shares, stocks, debentures, debenture stock, bonds, bills, mortgages, obligations and securities of any kind issued or guaranteed by any government, state, dominion; colony, sovereign, ruler, commissioners; trust, municipal, local or other authority or body of whatsoever nature wheresoever situated
 - (e) To make such provision for the education and training of employees and prospective employees of the Company and others as may seem to the Company to be advantageous to or calculated, whether directly or indirectly, to advance the interests of the Company or any member thereof.
 - (f) To acquire by subscription, purchase, exchange, tender or otherwise and to accept and take hold or sell shares, stocks, debentures, debenture stock, bonds,

obligations or securities issued or guaranteed by any company, society, association or undertaking wheresoever constituted or carrying on business and to subscribe for the same either conditionally or otherwise, to guarantee or underwrite the subscription thereof; and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (g) To take part in the formation, management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants or other experts and agents, to transact or carry on all kinds of agency business and in particular in relation to the investment of money sale of property and the collection and receipt of money.
- (h) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant and live and dead stock, barges, vessels or things and any real or personal property or rights whatsoever.
- (i) To establish, regulate and discontinue franchises and agencies, and to undertake and transact all kinds of agency and franchise business which any ordinary individual may legally undertake.
- (j) To buy, acquire, sell, manufacture, repair, convert, alter, take on hire, let on hire and deal in machinery, plant, works, implements, tools, rolling stock, goods, and things of any description.
- (k) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be preliminary thereto.
- (l) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, society, partnership, or person, carrying on any business which the Company is authorised to carry on, or of a character similar, or auxiliary or ancillary thereto, or connected therewith, or possessed of any property suitable for any of the purposes of the Company, and to conduct or carry on, or liquidate and wind up, any such business.
- (m) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patents, copy right or secret processes, which may be useful for the Company's objects, and to grant licences to use the same.
- (n) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular (without limitation) by the creation of charges or mortgages (whether legal or equitable) or floating charges upon the undertaking and all or any of the property and rights of the Company both present and future including its goodwill and uncalled capital, or by the creation and issue on

such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (o) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the property and rights of the Company both present and future, including its goodwill and uncalled capital.
 - (p) To draw, make, accept, endorse; discount, negotiate and issue bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments.
 - (q) To advance and lend money upon such security as may be thought proper, or without taking any security therefor.
 - (r) To invest and deal with the moneys of the Company not immediately required and in such manner as from time to time may be determined...
 - (s) To remunerate by cash payment or allotment of shares or securities of the Company credited as fully paid-up or otherwise, any person or company for services rendered or to be rendered to the Company, whether in the conduct or management of its business, or in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company.
 - (t) To provide for the welfare of persons in the employment of, or holding office wider, or formerly in the employment of, or holding office under the Company, or its predecessors in business, or any directors or ex-directors of the Company, and the wives, widows and families, dependants or connections of such persons, by grants of money, pensions or other payments, and by forming and contributing to pension, provident or benefit funds or profit sharing or co-partnership Schemes for the benefit of any such persons, and by providing or subscribing towards places of instruction and recreation, and hospitals; dispensaries, medical and other attendances, and other assistance, as the Company shall think fit, and to form, subscribe to or otherwise aid, charitable, benevolent, religious, scientific, national or other institutions, exhibitions or objects, which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
 - (u) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other company or association, or any partnership or person, carrying on any business or proposing to carry on any business within the objects of this Company.
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- (v) To establish, promote and otherwise assist any company or companies or associations for the purpose of acquiring all or any of the property or liabilities of this Company, or of furthering the objects of this Company, or for the purpose of prosecuting or executing any undertakings, works, projects or enterprises of any description.
- (w) To accept stock or shares in, or the debentures, mortgages or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from any such company, whether such shares shall be wholly or only partly paid up; and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal with any stock, shares, debentures, mortgages or other securities so received, and to give by way of consideration for any of the acts and things aforesaid, or property acquired, any stock, shares, debentures, mortgages or other securities of this or any other company.
- (x) To obtain any Ministerial order or licence or any provisional order or Act of the Oireachtas or Charter for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (y) To enter into any agreement with any government or local or other authority that may seem conducive to the Company's objects or any of them, and to obtain from any such government, or authority, any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out and to exercise and comply with the same.
- (z) To procure the Company to be registered or recognised in any foreign country.
- (aa) To distribute in specie or otherwise as may be resolved, any assets of the Company among its members, and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company.
- (bb) To sell, improve, manage, develop, exchange, lease, hire, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking, property and rights of the Company.
- (cc) To do *all* or any of the matters hereby authorised in any part of the Republic of Ireland or elsewhere and either alone or in conjunction with, or as contractors, factors, trustees or agents for, any other company or person, or by or through any factors, trustees, or agents; and generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of these presents, the meaning of any of the Company's objects shall not be restricted by reference to any other object, or by the juxtaposition of two or more objects, and that, in

the event of any ambiguity, this Clause shall be construed in such a way as to widen, and not to restrict, the powers of the Company.

3. The liability of the members is limited.
4. The share capital of the Company is €125,000 divided into 100,000 ordinary shares of €1.25 each.

ARTICLES OF ASSOCIATION

1. TABLE A

The Regulations in Part II of Table A in the First Schedule to the Act (as amended by the Acts) will apply to the Company subject to the alterations herein contained and will, so far as not inconsistent with these Articles, bind the Company and the shareholders.

2. INTERPRETATION

2.1 Definitions: In these Articles:

"Act" means the Companies Act, 1963;

"Acts" means the Companies Acts, 1963 to 2009;

"Auditors" means the auditors or auditor for the time being of the Company;

"Single-Member Company Regulations" means the European Communities (Single-Member Private Limited Companies) Regulations, 1994;

"Table A" means Table A in the First Schedule to the Act (as amended by the Acts);

"1983 Act" means the Companies (Amendment) Act, 1983;

"1990 Act" means the Companies Act, 1990;

2.2 Construction: In these Articles, unless a contrary intention is stated, a reference to:

(a) the singular shall include the plural and vice versa;

(b) either gender includes the other;

- (c) a person shall be construed as a reference to any individual, firm or company, corporation, governmental entity or agency of a state or any association or partnership (whether or not having separate legal personality) or two or more of the foregoing;
- (d) a person includes that person's legal personal representative, permitted assigns and successors;
- (e) time shall be construed by reference to whatever time may from time to time be in force in Ireland;
- (f) any agreement document or instrument is to the same as amended, novated, modified, supplemented or replaced from time to time;
- (g) 'including' means comprising, but not by way of limitation to any class, list or category;
- (h) 'writing' shall include a reference to any electronic mode of representing or reproducing words in visible form.

2.3 **Headings:** Headings are to be ignored in the construction of these Articles.

2.4 **'The Acts' in Table A:** All references in Table A to the Companies Acts, 1963 to 1983 will be construed as references to the Acts.

3. SHARE CAPITAL

3.1 **Capital Structure:** The capital of the Company is €125,000 divided into 100,000 ordinary shares of €1.25 each.

3.2 **The Issuance of New Shares:**

- (a) Unless otherwise determined in writing by all members, and except where the shares concerned are to be issued upon a capitalisation of profits or reserves, any unissued shares in the capital of the Company from time to time shall, before they are issued, be offered to all the holders of shares in the Company in proportion to the nominal value of the shares held by them respectively (and that offer shall be at the same price and on the same terms to each such holder). Each such offer shall be made by notice specifying the number and class of shares offered, the proportionate entitlement of the member to whom it is addressed, the price per share, and a period (not being less than 30 days) within which the offer, if not accepted, will be deemed to have been declined; and after the expiration of period so stipulated, the directors shall offer the shares so declined or deemed to have been declined to the persons who have, within the stipulated period, accepted all the shares offered to them, in the same manner as the original offer, stipulating a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to have been declined. If any shares comprised in such a further offer are declined or

deemed to have been declined, then that further offer shall be withdrawn in respect of those shares. At the expiration of the time limited by the notice(s), the directors shall allot and issue the shares so offered to or amongst the members who have notified their willingness to take all or any of such shares in accordance with the terms of the offer. No member shall be obliged to take more than the maximum number of shares he has indicated his willingness to take.

- (b) Any shares not accepted pursuant to paragraph (a) above, or not capable of being so offered except by way of fractions, and any shares released from the provisions of paragraph (a) above in the manner contemplated by that paragraph, or to which that paragraph does not apply, shall, subject to the provisions of Section 20 of the 1983 Act, be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper.
- (c) The directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 20 of the 1983 Act) up to an amount equal to the authorised but unissued share capital of the Company as at the date of adoption of these Articles, and such authority will expire five years from that date save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
- (d) In accordance with section 23(10) of the 1983 Act, the application of sub-sections (1), (7) and (8) of that section 23 is excluded in relation to the allotment by the Company of equity securities (as defined by sub-section (13) of that section 23).

3.3 Purchase of Own Shares: Subject to and in accordance with the provisions of the Acts, the Company may purchase its own shares (including any redeemable shares).

3.4 Redeemable Shares: Subject to the provisions of and in accordance with the Acts the Company may:

- (a) issue any shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Company on such terms and in such manner as may be provided by these Articles;
- (b) convert any of its shares into redeemable shares which are to be redeemed or are liable to be redeemed at the option of the Company on such terms and in such manner as may be provided by these Articles;
- (c) cancel any shares purchased or redeemed pursuant to these Articles or hold them as treasury shares, with liberty to re-issue any such shares as shares of any class or classes.

3.5 Financial Assistance: The Company may give any form of financial assistance which is permitted by the Acts for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in the Company's holding company and Regulation 1 O of Part I of Table A is modified accordingly in its application to the Company.

4. TRANSFER OF SHARES

4.1 Execution of Stock Transfer: The instrument of transfer of a fully paid up share need not be signed by

or on behalf of the transferee and Regulation 22 of Part I of Table A is modified accordingly in its application to the Company.

- 4.2 **Directors' Discretion:** The directors may, in their absolute discretion, and without assigning any reason for doing so, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 3 of Part II of Table A is modified accordingly in its application to the Company.

5. GENERAL MEETINGS

- 5.1 **Location:** Annual general meetings shall be held in Ireland unless in respect of any particular meeting either all the members entitled to attend and vote at such meeting consent in writing to its being held elsewhere or a resolution providing that it be held elsewhere has been passed at the preceding annual general meeting. Extraordinary general meetings may be held in or outside Ireland. Regulation 47 of Part I of Table A will not apply and Regulation 50 will be construed as if the words "within the State" were deleted therefrom.

- 5.2 **Auditors' Requisition:** An extraordinary general meeting shall be convened upon the requisition of the Auditors under the circumstances described in section 186 of the 1990 Act, as well as upon the requisition described in Regulation 50 of Part I of Table A.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 **Chairman:** The chairman, if any, of the directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within fifteen minutes after 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 chairman of the meeting. When there is an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

- 6.2 **Delivery of Proxies:** The instrument appointing a 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 office or at such other place within the State as is specified for that purpose in the notice convening the meeting, before the commencement of the meeting or adjourned meeting at which the person named in the

instrument proposes to vote, or, in the case of a poll, before the commencement of the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid.

- 6.3 Poll: A poll may be demanded at any general meeting by any member present in person or by proxy who is entitled to vote thereat and Regulation 59 of Part 1 of Table A is modified accordingly in its application to the Company.

7. VOTES OF MEMBERS

No Votes for Certain Shares: For so long as:

- (a) the Company holds shares as treasury shares; or
- (b) any subsidiary of the Company holds shares in the Company

the Company or the subsidiary as the case may be shall not exercise any voting rights in respect of the shares and Regulations 63 to 73 of Part I of Table A are modified accordingly in their application to the Company.

8. MEMBERS' WRITTEN RESOLUTIONS

A resolution in writing made pursuant to Regulation 6 of Part II of Table A may consist of one document or two or more documents to the same effect each signed by one or more members.

9. SINGLE-MEMBER COMPANY

- 9.1 Single Member Status: If at any time the Company has only one member, that is to say that all the issued shares of the Company are registered in the name of a single person, it will be a single-member company within the meaning of the Single-Member Company Regulations.

- 9.2 Applicable Provisions: If and so long as the Company is a single-member company, the following provisions of this Article 9 will apply notwithstanding anything to the contrary in these Articles or Table A.

- 9.3 Annual General Meetings: The sole member may decide to dispense with the holding of annual general meetings. Such decision will be effective for the year in which it is made and subsequent years, but nevertheless the sole member or the Auditors may require the holding of an annual general meeting in any such year in accordance with the procedure laid down in the Single-Member Company Regulations.

- 9.4 Accounts & Associated Reports: Where a decision to dispense with the holding of annual general meetings is in force, the accounts and the directors' and Auditors' reports that would otherwise be laid before an annual general meeting shall be sent to the sole member as provided in the Single-Member Company Regulations, and the provisions of the Acts with regard to the annual return and the accounts which apply by reference to the date of the annual general meeting will be construed as provided in the Single-Member Company Regulations.

- 9.5 Quorum at General Meetings: The sole member, present in person or by proxy, is a sufficient quorum at a general meeting.

- 9.6 Resolutions of Shareholders: All matters requiring a resolution of the Company in general meeting (except the removal of the Auditors from office) may be validly dealt with by a decision of the sole member. The sole member must provide the Company with a written record of any such decision or, if it is dealt with by a written resolution under Regulation 6 of Part II of Table A, with a copy of that resolution, and the decision or resolution shall be recorded and retained by the Company.

10. DIRECTORS

- 10.1 Number: The Company will have not less than two and not more than seven directors. Regulation 75 of Part I of Table A will not apply to the Company.

10.2 No Rotation: The directors will not retire at the first annual general meeting or by rotation, or require to be re-elected in general meeting following appointment by the directors. Regulations 92 to 100 inclusive of Part I of Table A are modified accordingly in their application to the Company.

10.3 No Share Qualification: A director or alternate director will not be required to hold any shares in the Company by way of qualification, and Regulation 77 of Part I of Table A will not apply.

10.4 Directors' Right to Attend Meetings: A director who is not a member of the Company will nevertheless be entitled to receive notice of, attend and speak at any general meeting or separate meeting of the holders of any class of shares, and Regulation 136 of Part I of Table A is modified accordingly in its application to the Company.

10.5 Executive Directors: The directors may from time to time appoint one or more of themselves to be managing director or any other category of executive director for such period and on such terms as to remuneration or otherwise as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Regulations 110 and 111 of Part I of Table A will not apply and Regulation 112 will apply to all executive directors as it applies to a managing director.

10.6 Alternate Directors:

(a) Any director may from time to time appoint any person approved by a majority of the directors to be his alternate and may at any time revoke any such appointment.

(b) An alternate director shall be entitled to attend and vote at any meeting of the directors at which the appointor is not personally present and, in the absence of the appointor, to exercise all the powers, rights, duties and authorities of the appointor as a director including (without limitation) with regard to the signing or countersigning of instruments to which the seal of the Company is affixed, but excluding the right to appoint an alternate.

(c) A person may act as an alternate for more than one director and while he is so acting will be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate will be in addition to his own vote. An alternate will be counted for the purpose of reckoning whether a quorum is present at any meeting attended by him at which he is entitled to vote, but where he is himself a director or is the alternate of more than one director he will only be counted once for such purpose.

(d) An alternate director shall not be entitled to be remunerated otherwise than out of the fees of the appointor.

(e) An appointment of an alternate director or revocation of any such appointment shall be effected by notice in writing given by the appointor to the Secretary.

(f) An alternate director's appointment will terminate if for any reason the appointor ceases to be a director.

(g) Regulation 9 of Part II of Table A will not apply to the Company.

10.7 Disqualification of Directors:

The office of a Director shall be vacated if the Director:

(a) is adjudged bankrupt in any part of the world, or makes any arrangement or composition with his or her creditors generally;

(b) is prohibited from being a director by any order made under any provision of the Acts, or is made the subject of a declaration under section 150 of the 1990 Act;

- (c) becomes unsound of mind;
 - (d) resigns his office by notice in writing to the Company;
 - (e) is absent from meetings of the directors for six successive months without leave, and his alternate director (if any) shall not during such period have attended in his stead, and the directors resolve that his office be vacated;
 - (f) is convicted of an indictable offence, and the directors resolve that his office be vacated; or
 - (g) is removed from office by a resolution duly passed pursuant to Section 182 of the Act, or under any provision of these Articles;
- and Regulation 91 of Part I of Table A shall not apply to the Company.

11. POWERS AND DUTIES OF DIRECTORS

- 11.1 Powers to Borrow and Grant Security: The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and, subject to section 20 of the 1983 Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Part I of Table A will not apply to the Company.
- 11.2 Interests in Contracts: The obligations of a director to disclose the nature of his interest in any contract or proposed contract with the Company will apply equally to any shadow director who shall declare his interest in the manner prescribed by section 27(3) of the 1990 Act.
- 11.3 Directors' Contracts: No contract will be entered into by the Company for the employment of, or the provision of services by, a director or a director of a holding company of the Company containing a term to which section 28 of the 1990 Act applies without obtaining the approval provided for in that section, and Regulation 85 of Part I of Table A is modified accordingly in its application to the Company.

12. PROCEEDINGS OF DIRECTORS

- 12.1 Casting Vote: Where there is an equality of votes in relation to a question arising at any meeting, the chairman of the directors shall have a second or casting vote.
- 12.2 Written Resolutions: A resolution in writing signed by all of the directors shall be as valid as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more directors. Regulation 109 of Part I of Table A shall not apply to the Company.
- 12.3 Board Meetings by Telephone:
 - (a) For the purposes of these Articles, the contemporaneous linking together by telephone or other means of audio communication, in a manner contemplated by this Article, of a number of directors not less than the quorum shall be deemed to constitute a meeting of the directors, and all the provisions in these Articles as to meetings of the directors shall apply to such meetings provided that:
 - (i) each of the directors taking part in the meeting must be able speak, be heard and to hear each of the other directors taking part;
 - (ii) at the commencement of the meeting each director must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the directors; and
 - (iii) a director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting, and a director shall be

conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting as aforesaid.

- (b) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.

12.4 **Committees of Directors:** The meetings and proceedings of any committee formed by the directors will be governed by the provisions of these Articles regulating the meetings and proceedings of directors so far as the same are applicable and are not superseded by any regulations imposed on such committee by the directors.

13. ACCOUNTS

The Company will comply with the provisions of the Acts and all other relevant legislation with regard to accounts, and Regulations 125 to 129 (inclusive) of Part I of Table A are modified accordingly in their application to the Company.

14. CAPITALISATION OF PROFITS

The reference in Regulation 130 to section 64 of the Act will be construed as a reference to section 207 of the 1990 Act.

15. AUDITORS

The Auditors will be appointed and removed and their rights and duties regulated in accordance with the Acts. The Auditors will be entitled to attend any general meeting and to receive all notices of, and other communications relating to, any general meeting which any member is entitled to receive, and to be heard on any part of the business which concerns them as auditors. Regulation 132 of Part I of Table A will not apply.

16. NOTICES

A notice to be given by the Company to any person entitled to receive it (the "addressee") shall be in writing and may be given to the addressee personally, delivered or posted (properly addressed and prepaid) to his registered address or transmitted by electronic mail to any electronic mail address, or by facsimile machine to any facsimile machine number, which the addressee may have furnished to the Company for the purpose. A notice given in a manner referred to in this Article will be deemed to be given as follows:

- (a) if given to the addressee personally or delivered, when so given or delivered;
- (b) if posted, in the case of the notice of a meeting, 24 hours after posting or, in any other case, at the time at which the letter would be delivered in the ordinary course of post;
- (c) if transmitted by electronic mail, six hours after sending, (provided that if the sender receives notification that the transmission has not been successful, then it shall not be deemed to have been delivered); and
- (d) if transmitted by telecopier, when so transmitted provided the correct code or telecopier number is received on the transmission report.

Regulation 133 of Table A will not apply.

17. INDEMNITY

Subject to the Acts, every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 391 of the Act in which relief is granted to him by the court. Regulation 138 of Part I of Table A

will not apply.

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Names Addresses and Descriptions of Subscribers

MFSD Holdings Limited
2 Harbourmaster Place
Custom House Dock
Dublin 1

Limited Company

Paul Heffernan

Director

MFSD Nominees Limited
2 Harbourmaster Place
Custom House Dock
Dublin 1

Limited Company

Paul Heffernan

Director

Dated 20 FEB 1978

Witness to the above signatures:

Pauline Smyth
PAULINE SMYTH
2 Harbourmaster Place
Custom House Dock
Dublin 1