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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ

Gazette

ISSUE ID: 0000/2023/J/16
CROSS BORDER MERGER GAZETTE
12 July 2023

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 5-JUL-23 AND 11-JUL-23

Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
744455	Poblacht Business SE	Societas Europaea	5/7/2023				
744442	Amrak Business SE	Societas Europaea	5/7/2023				

COUNCIL REGULATION (EC) NO. 2157\2001 ON THE STATUTE FOR A EUROPEAN COMPANY (SE) AND EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED- LIABILITY COMPANY) REGULATIONS 2007.

Notice is hereby given pursuant to the above Regulation of the registration of Poblacht Business SE Number 744455 (A Societas Europaea) at the Companies Registration Office, Dublin in the Republic of Ireland on 5 July 2023 and that the said Societas Europaea is registered with the number 744455 and in relation to the Societas Europaea as so registered the following particulars are given pursuant to the Regulations:

A. Poblacht Business SE

B. Registration Number- 744455

C. Date and Place of Registration- 5 July 2023-Dublin ,Ireland

D. Registered Office- 69 Esker Wood Drive,Lucan, Dublin, K78PX45

E. Sector Activity-Financial Services

Registrar

CRO AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ COMPANIES REGISTRATION OFFICE

SE6

Transfer of Societas Europaea (SE) registered office to ROI

Article 8 Council Regulation 2157/2001
Regulations 5 and 28 (European Communities)(European Public Limited-Liability Company)) Regulations 2007
Section 22(2)/24 Companies Act 2014

7522764

CRO receipt date stamp & barcode

Company number
(to be allocated by CRO on registration)

SR 1836827

Tick box if bond is attached ☐
note eight

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

SE name
in full/note one

POBLACHT BUSINESS SE

Proposed financial year end
note two

Day	Month	Year
31	12	2023

Current details

Registered number: 55357938

Date of registration: Day 29 Month 03 Year 2023

Registered office address:
ODBOJAROV 452/11
91101 TRENCIN
SLOVAKIA

Name and address of registry:
OKRESNY SUD TRENCIN
PIARISTICKA 27, 911 01 TRENCIN, SLOVAK REPUBLIC

Presenter details
note six

Name: LUDOVIT MOCULENKO
Address: TOPOLCIANSKA 19
04011 KOSICE, SLOVAK REPUBLIC
Telephone number: 00421944669022
Fax number:
Email: europetransferbusiness@gmail.com
Contact Person:
DX number/Exchange:
Reference number:

Registered office

Proposed address in ROI *note three*

69 ESKER WOOD DRIVE
LUCAN

Postcode K78 PX45

☐ *Please tick box if the registered office address is that of a Registered Office Agent (ROA).*
The company's registered office is in the care of a specified agent, being an agent who has an office in the State and who is approved by the Registrar for this purpose.

Registered Office Agent Company Name:

Registered Office Agent Company Number:

Company email address

Please nominate an email address. The certificate of incorporation will issue to this email address in electronic format. This is required information.

europetransferbusiness@gmail.com

Statutes *delivered by an agent*

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

☐ Name
Address

Secretary details

Please give details below of the person who has consented in writing to become secretary.

Surname: IVANA
Forename *note four*: BOTKOVA

Former surname:
Former forename *note five*:

Date of birth: Day 27 Month 06 Year 1991

Number of Body Corporate (if applicable)

Body Corporate Name (if applicable)

Residential address or registered office (as applicable) *note four*
KRCULOVA 1199/18
BREZNO
SLOVAK REPUBLIC

Postcode 97701

Register *note four* *(body corporate only)*

Consent

I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

Date 26.6.2023

Director details
including shadow/ alternate directors

Please give details below of the persons who have consented in writing to become directors.
note seven

Surname: LUBICA
Former surname:
Forename *note four*: BOTKOVA
Former forename *note five*:

Date of birth: Day 20 Month 0 Year 1960

Residential address *note four*:
KRCULOVA 1199/18
BREZNO
SLOVAK REPUBLIC

Postcode: 97701
☑ EEA resident *note eight*
Business occupation: MANAGER
Nationality: SLOVAK

Alternate director *note nine*: ☐
Full director appointing alternate director *note nine*:

Other directorships

Company/SE *note ten*	Place of incorporation	Company number

Consent: I hereby consent to act as director of the aforementioned SE and I acknowledge that as director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

Date: 26.6.2023

Surname: MICHAL
Former surname:
Forename *note four*: GEZIK
Former forename *note five*:

Date of birth: Day 06 Month 10 Year 1997

Residential address *note four*:
LIPTOVSKA SIELNICA
52
SLOVAK REPUBLIC

Postcode: 032 33
☑ EEA resident *note eight*
Business occupation:
Nationality: SLOVAK

Alternate director *note nine*: ☐
Full director appointing alternate director *note nine*:

Other directorships

Company/SE *note ten*	Place of incorporation	Company number

Consent: I hereby consent to act as director of the aforementioned SE and I acknowledge that as director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

Date: 26.6.2023

Attached documents
note eleven

Please confirm that *both* the following documents are attached to this form:

☑ Copy of statutes of SE

☑ Certificate by old registration authority attesting to the completion of the acts and formalities to be completed before the transfer.

Statutes
delivered by an agent

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

☐

Name
Address

Balance sheet

Date of last balance sheet *if applicable*

Day	Month	Year

Subscribers to statutes
note twelve

Signature(s)	Subscriber	Agent	Date
	Tick one box only		
	☑	☐	26.6.2023
	☑	☐	26.6.2023
	☐	☐	
	☐	☐	
	☐	☐	
	☐	☐	
	☐	☐	

SE capital statement
note thirteen

Total value authorised shares: €/_ 120000

Total number authorised shares: 100

made up as follows:

Class of authorised shares	Number in each class	Value per share €/_
ORDINARY	100	1200

Total value issued shares: €/_ 120000

Total number issued shares: 100

made up as follows:

Class of shares issued	Number in each class	Consideration for each share *note fourteen*
ORDINARY	100	CASH

Declaration of compliance

note fifteen

I
name in bold capitals

LUBICA BOTKOVA

of
residential address

KRCULOVA 1199/18
97701 BREZNO, SLOVAK REPUBLIC

do solemnly and sincerely declare that I am a *note eleven*

☑ Director ☐ Secretary ☐ Lawyer engaged in the transfer of the registered office *note sixteen*

and that all the requirements of the Companies Act in respect of the registration of the said SE, and of matters precedent and incidental thereto have been complied with and that Form SE6 has been completed in accordance with the Notes on Completion of Form SE6.

I further declare that this form has been fully and accurately completed.

Signature of declarant *name as at top of page*

This 26.6 day of JUNE 20 23

MINISTRY OF JUSTICE OF THE SLOVAK REPUBLIC

BUSINESS REGISTER
ON INTERNET

Slovensky | English

Extract from the Business Register of the District Court Trenčín
This extract has only indicative character and is not applicable for legal acts!

Section : Po

Insert No.: 11244/R

Business name:	POBLACHT BUSINESS SE	(from: 03/29/2023)
Registered seat:	Odbojárov 452/11 Trenčín 911 01	(from: 03/29/2023)
Identification number (IČO):	55 357 938	(from: 03/29/2023)
Date of entry:	03/29/2023	(from: 03/29/2023)
Legal form:	Societas Europaea	(from: 03/29/2023)
Objects of the company:	Prenájom nehnuteľnosti, bytových a nebytových priestorov bez poskytovania iných než základných služieb spojených s prenájmom	(from: 03/29/2023)
Management body:	Managing board	(from: 03/29/2023)
	Ľubica Botková - Chairman of the Board of Directors Kručlova 1199/18 Brezno 977 01 From: 05/03/2023	(from: 05/31/2023)
Acting:	Predstavenstvo koná v mene spoločnosti tak, že navonok za neho koná v mene spoločnosti jediný člen predstavenstva samostatne.	(from: 05/31/2023)
Capital:	120 000 EUR Paid up: 120 000 EUR	(from: 03/29/2023)
Shares:	Number of shares: 10 Type: kmeňové Form: listinné Form: akcie na meno Nominal value: 12 000 EUR Limitation of transferability of registered shares: Prevoditeľnosť akcií na meno nie je obmedzená.	(from: 03/29/2023)
Date of updating data in databases:	06/21/2023	
Date of extract :	06/22/2023	

Searching by : business name | identification number
registered seat | registration number | name of a person

Úradný preklad
Svorn Translation

// *Predmet prekladu / Object of the Translation: NOTÁRSKA ZÁPISNICA*
NOTARIAL DEED

2/ *Zadávateľ / Order party:* ***POBLACHT BUSINESS SE, SR***

3/ *Číslo prekladu / Translation reg. No,: 331/2023*

4/ *Úradný prekladateľ / Sworn translator: Ing. Dagmar Prividi, Komenského 15, Košice*

5/ *Translation from (language): Slovak / Jazyk prekladanej listiny: slovenský/Slovak*

6/ *Translation into(language): English / Jazyk preloženej listiny: anglický/English*

7/ *Počet strán prekladanej listiny/No.of pages of original document: 5*

8/ *Počet preloženej listiny / No. of pages of translated document: 5*

9/ *Počet vyhotovení / No. of copies: 1*

10/ *Miesto, dátum vyhotovenia / Place and date of issue: Košice, 15.06.2023*

57.4 In the case of joint holders of a share, all notices or other documents shall be sent to the joint holder whose name stands first in the register in respect of the joint holding. Any notice or other document so sent shall be deemed for all purposes sent to all the joint holders.

57.5 Every member shall be bound by a notice served, given, sent or delivered as aforesaid notwithstanding that the Company may have notice of the death, insanity, bankruptcy, liquidation or disability of such member.

57.6 Notwithstanding anything contained in these regulations the Company shall not be obliged to take account of or make any investigations as to the existence of any suspension or curtailment of postal services within or in relation to all or any part of any jurisdiction or other area other than Ireland.

57.7 The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Company may be written (in electronic form or otherwise) or printed.

57.8 In this regulation "registered address" in relation to a member, means the address of the member as entered in the register of members.

57.9 Section 218 of the Act does not apply.

LIABILITY OF OFFICERS

58 Fiduciary Duties Of Directors

For the purposes of section 228(1)(d) of the Act, a director is expressly permitted to use for his or her own, or anyone else's benefit, any of the Company's property (including computers, telephones, vehicles and accommodation) where such use is approved by the directors or by a person authorised by the directors or where such use is in the course of the discharge of the director's duties, responsibilities or employment obligations.

59 Indemnity for Officers

59.1 Subject to the provisions of the Act, the Company may indemnify any officer of the Company against any liability incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any proceedings or application referred to in, or under, section 233 or 234 of the Act in which relief is granted to him or her by the court.

59.2 Every officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This regulation shall only have effect in so far as its provisions are not void under section 235 of the Act.

Nz 15552/2023
NCRls 16074/2023

Notárska zápisnica

napísaná a podpísaná dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsať tri) v notárskej kancelárii notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, mnou notárkou Mgr. Andreou Karasovou ----------

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—Dnešného dňa sa dostavil o 13:15 hod. (slovom trinástej hodine pätnástej minúte) do Notárskeho úradu účastník právneho úkonu: ----------

—obchodná spoločnosť **POBLACHT BUSINESS SE**, IČO: 55 357 938, sídlo: Odbojárov 452/11, 911 01 Trenčín, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Trenčín, Oddiel: Po, Vložka číslo 11244/R, predseda predstavenstva: Ľubica Botková, narodená 20.5.1960, rodné číslo 605520/6091, bytom Krčulová 1199/18, 977 01 Brezno, Slovenská republika, občan: Slovenská republika, ktorej osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: občiansky preukaz č. NB801803 ----------

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existencia právnickej osoby ako aj oprávnenie konať v jej mene boli preukázané výpisom z Obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsať tri).

—Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 64 a nasl. zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) v znení neskorších právnych predpisov do tejto notárskej zápisnice spísala nasledovné:----------

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---------- **Osvedčenie** ----------

---------- **pri premiestnení sídla obchodnej spoločnosti do zahraničia**----------

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—Ja, Mgr. Andrea Karasová, notár, so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, podľa ustanovení článku Čl. 8 ods. 2 nariadenia Rady (ES) č. 2157/2001 o statuse európskej spoločnosti a podľa ustanovení zákona č. 562/2004 Z. z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov pre účely vydania osvedčenia pri premiestnení zapísaného sídla európskej spoločnosti, obchodnej spoločnosť **POBLACHT BUSINESS SE**, IČO: 55 357 938, sídlo: Odbojárov 452/11, 911 01 Trenčín, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Trenčín, Oddiel: Po, Vložka číslo 11244/R, ďalej aj ako **„Spoločnosť"**, zo Slovenskej republiky do Írskej republiky, osvedčuje, že mi boli predložené tieto dokumenty: ----------

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- výpisu z Obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsať tri),----------
- rozhodnutie jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsať tri), ktorým bolo rozhodnuté o premiestnení zapísaného sídla do zahraničia a došlo k schváleniu projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia, ----------
- projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia spolu s úplným znením stanov po premiestnení sídla (ďalej len ako „projekt"), ----------
- oznámenie z obchodného vestníka č. 66/2023 zo dňa 04.04.2023 (slovom štvrtého apríla roku dvetisícdvadsať tri), že došlo k zverejneniu projektu a uloženiu do Zbierky listín dňa

28.03.2023 (slovom dvadsiateho ôsmeho marca roku dvetisícdvadsaťtri),----------

- správa vysvetľujúca a odôvodňujúca právne a ekonomické aspekty premiestnenia sídla spoločnosti zo 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsaťtri),----------
- potvrdenie Okresného súdu Trenčín zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) o tom, že na majetok Spoločnosti od 01.01.2006 (slovom prvého januára roku dvetisícšesť) do 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) na Okresnom súde Trenčín nebol podaný návrh na začatie konkurzného konania, nebolo začaté konkurzné konanie, nebol vyhlásený konkurz na majetok, nebolo zastavené konkurzné konanie pre nedostatok majetku, nebol zrušený konkurz pre nedostatok majetku, nebol podaný návrh na povolenie reštrukturalizácie, nebolo začaté reštrukturalizačné konanie, nebola povolená reštrukturalizácia, spoločnosť nie je v reštrukturalizácii. ----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že spoločnosť má jediného akcionára, nemá žiadnych zamestnancov a nemá žiadnych veriteľov, nepoberá žiadne dotácie,----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že nemá vedomosť o tom, že by niekto podal návrh na vyslovenie neplatnosti rozhodnutia jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsaťtri),----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, o tom že všetky dokumenty a listiny podľa zákonných ustanovení boli voľne dostupné k nahliadnutiu akcionára v sídle spoločnosti, pričom bol zároveň upozornený, že do týchto dokumentov môže nahliadať a robiť si z nich potrebné výpisky, odpisy,----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že v zmysle platnej právnej úpravy nie je potrebné k premiestneniu sídla spoločnosti doložiť žiadne právoplatné a vykonateľné rozhodnutie orgánov verejnej moci, či orgánov Európskeho spoločenstva. ----------

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--- Ja, Mgr. Andrea Karasová, notár so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, pre účely premiestnenia sídla obchodnej spoločnosti **POBLACHT BUSINESS SE**, IČO: 55 357 938, sídlo: Odbojárov 452/11, 911 01 Trenčín, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Trenčín, Oddiel: Po, Vložka číslo 11244/R, do Írskej republiky, na základe vyššie uvedených skutočností a predložených listín týmto osvedčujem, že Spoločnosť splnila, v súlade s právnom úpravou, formálne požiadavky a vykonala právne úkony potrebné k cezhraničnému premiestneniu sídla európskej spoločnosti. ----------

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--- Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) bol informovaný o výške odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred začatím úkonu právnej služby. ----------

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--- Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov. ----------

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--- Vyhlásenie účastníka vykonané do notárskej zápisnice neodporuje zákonu, zákon neobchádza a neprieči sa dobrým mravom. ----------

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--- Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice.----------

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---O tom som túto notársku zápisnicu napísala, prítomnému účastníkovi prečítala a vysvetlila, na čo ju tento ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal. ----------

---------- V Trenčíne, dňa 07.06.2023 ----------

POBLACHT BUSINESS SE v z. Botková v.r. ----------

Karasová - notár v.r. ----------

okrúhla pečiatka ----------

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z troch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 93/2023, NZ 15552/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 16074/2023. ----

---------- v Trenčíne dňa 07.06.2023 ----------

Mgr. ANDREA KARASOVÁ NOTÁR TRENČÍN

* Mgr. ANDREA KARASOVÁ *
TRENČÍN
* Mgr. ANDREA NOVÁKOVÁ *
TRENČÍN

Nz 15552/2023
NCRIs 16074/2023

Notarial deed

written and signed on 07.06.2023 (in words, on the seventh day of June in the year two thousand and twenty-three) in the notary's office of the notarial society of Zuzana Karasova and Andrea Karasova, with the registered office at Piaristická 44, 911 01 Trenčín, by me as notary Mgr. Andrea Karasova---

---- on today's date, at 13:15 (in words, thirteenth hour fifteenth minutes), appeared at the Notary's Office participant:-- ----------

-the trading company **POBLACHT BUSINESS SE**, company registration number: 55 357 938, registered office: Odbojárov 452/11, 91101 Trenčín, Slovak Republic, at that time registered in the Commercial Register of the District Court of Trenčín, Section: Po, Insert No.: 11244/R, the Chairman of the Board of Directors: Ľubica Botková born 20.5.1960, Pers. Ident. No.: 605520/6091, residing Krčulova 1199/18, 977 01 Brezno, Slovak Republic, citizen: Slovak Republic whose personal identity has been legally established from a valid identity document: identity card No. NB801803----------

the existence of the legal entity as well as the authorization to act on its behalf were proved by an extract from the Commercial Register dated 31.05.2023 (in words, the thirty-first day of May in the year two thousand and twenty-three).

----The participant, having declared that he has full legal capacity, has asked me to write the following into this notarial deed in accordance with the provisions of §64 et seq. of Act No. 323/1992 Coll. on Notaries and Notarial Activities (Notarial Act), as amended by later legislation the follow: ----------

---------- **Certificate** ----------

----------**for the transfer of the registered office of the company abroad**----------

---Me, Mgr. Andrea Karasová, notary, with the seat of the Notary Office in Trenčín, Piaristická 7414/44, pursuant to the provisions of Article 8 sec. 2 of Council Regulation (EC) No. 2157/2001 on the Statute for a European Company and pursuant to the provisions of Act No. 562/2004 Coll. on the European Company and on Amendments and Additions to Certain Acts for the purpose of issuing a certificate for the relocation of the registered office of a European company, to the trading company **POBLACHT BUSINESS SE**, company registration No.: 55 357 938, registered office: Odbojárov 452/11, 911 01 Trenčín, the Slovak Republic, at that time registered in the Commercial Register of the District Court of Trenčín, Section: Po, Insert No.: 11244/R, hereinafter also referred to as "the Company", from the Slovak Republic to the Republic of Ireland, certifies that the following documents have been submitted to me: ----------

- an extract from the Commercial Register dated 31.05.2023 ((in words, on the thirty-first day of May in the year two thousand and twenty-three), ----------
the resolution of the sole shareholder exercising the powers of the General Meeting dated 07.06.2023

(in words, the seventh day of June two thousand and twenty-three), by which it was resolved to transfer the registered office abroad and the project of transferring the registered office of the European company abroad was approved, ----------

- the project for the transfer abroad of the registered office of the European company, together with the full text of the statutes after the transfer of the registered office (hereinafter referred to as 'the project) ----------

- a notice from the Commercial bulletin No. 66/2023 dated 04.04.2023 (in words, the fourth day of April in the year two thousand and twenty-three) that the Project was published and deposited in the Register of Deeds

on 28.03.2023 (in words, the the twenty-eighth day of March two thousand and twenty-three) --------

-report explaining and justifying the legal and economic aspects of the relocation of the company's registered office dated 07.06.2023 (in words, the seventh day of June two thousand and twenty-three)--confirmation of the District Court of Trenčín dated 31.05.2023 (in words, the thirty-first day of May in the year two thousand and twenty-three) to the effect that on the Company's property from 01.01.2006 (in words, the first day of January in the year two thousand and six) to 31.05.2023 (in words, the thirty-first day of May in the year two thousand and twenty-three) on the District Court of Trenčín no petition for initiation of bankruptcy proceedings has been filed, no bankruptcy proceedings have been initiated, no bankruptcy proceedings have been declared on the property, no bankruptcy proceedings have been discontinued due to lack of property, no bankruptcy proceedings have been cancelled due to lack of property, no petition for authorisation of restructuring has been filed, no restructuring proceedings have been initiated, no restructuring has been authorised, the Company has not been restructured. ----------
- written declarations by the chairman of the company's board of directors that the company has a sole shareholder, has no employees and no creditors, receives no subsidies, ----------
- written declarations of the Chairman of the Board of Directors of the company that he is not aware of any petition for annulment of the resolution of the sole shareholder exercising the powers of the General Meeting of Shareholders dated 07.06.2023 (in words, the seventh day of June two thousand and twenty-three)----------
- written declarations by the Chairman of the Board of Directors of the Company that all documents and deeds as per the statutory provisions were freely available for inspection by the shareholder at the registered office of the Company, and he was also informed that he may inspect such documents and make necessary extracts, copies thereof, ----------
- written declarations by the chairman of the company's board of directors to the effect that, in accordance with the legislation in force, no final and enforceable decision of public authorities or European Community bodies is required for the relocation of the company's registered office.----------
---------- - - ----------

- Me, Mgr. Andrea Karasová, Notary Public with registered office in Trenčín, Piaristická 7414/44, for the purpose of relocation of the registered office of the company **POBLACHT BUSINESS SE**, ID No. of company: 55 357 938, registered office: Odbojárov 452/11,911 01 Trenčín, the Slovak Republic, at that time registered in the Commercial Register of the District Court of Trenčín, Section: Po, Insert No.: 11244/R, to the Republic of Ireland, on the basis of the above facts and the submitted documents, I hereby certify that the Company has, in accordance with the legislation, fulfilled the formal requirements and performed the legal acts necessary for the cross-border transfer of the registered

office of the European company.----------

- The Participant declares that, in accordance with § 95 of Act No. 323/1992 Coll. on Notaries and Notarial Activities (Notarial Code), he has been informed of the amount of the notary's fee for the provision of the legal service - the drawing up of this notarial deed prior to the commencement of the act of legal service.----------

-The participant in the legal transaction hereby declares that he agrees to the fact that the notary corrects the detected clerical or calculation error or other obvious inaccuracy by a clause under the finished text of this notarial deed within the meaning of § 43 sec.2 of the Act on Notarial Acts of the Republic of Lithuania. 323/1992 Coll. as amended.----------

- The statement made by the party in the notarial deed does not contradict the law, does not circumvent the law and does not contravene good morals. ----------

- The participant of this legal act hereby declares that he/she takes note of the notification of Andrea Karasova, notary based in Trenčín, about the amount of the insured coverage and the insurance company where the notary is insured for damages in connection with the execution of this notarial deed. ----------

-I have written this notarial deed, read and explained it to the participant present, whereupon the latter has approved it as complete and correct and has signed it in his own handwriting as a token of his agreement with its contents.

----------In Trenčín, on 07.06.2023----------

POBLACHT BUSINESS SE onb behalf of Botková handwriting ----------
Karasová - notary handwriting ----------
round stamp ----------
I certify that this certified copy of the notarial deed, consisting of three pages, which I am issuing, fully corresponds to the original thereof deposited in the Collection of Notarial Minutes at the Notary Office of Mgr. Andrea Karasova, Notary Public based in Trenčín, under file No. N 93/2023, NZ 15552/2023 and registered in the Notarial Central Register of Deeds under No. NCRls 16074/2023
---------- in Trenčín on 07.06.2023----------

Round stamp with the state symbol of the Slovak Republic and the text :
Mgr. Andrea Karasová*Notary* Trenčín *1* /illegible signature/

Strana prvá----------N 92/2023
Nz 155512023
NCRls 16053/2023

Notárska zápisnica

napísaná a podpísaná dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsaťtri) v notárskej kancelárií notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, notárkou Mgr. Andreou Karasovou ----------

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—Dnešného dňa sa dostavil o 13:00 hod. (slovom trinástej hodine) do Notárskeho úradu účastník: ----------

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--- Ľubica Botková, narodená 20.5.1960, rodné číslo 605520/6091, bytom Krčulova 1199/18, 977 01 Brezno, Slovenská republika, občan: Slovenská republika, ktorej osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: občiansky preukaz č. NB801803 ako jediný akcionár európskej spoločnosti **POBLACHT BUSINESS SE**, IČO: 55 357 938, sídlo: Odbojárov 452/11, 911 01 Trenčín, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Trenčín, Oddiel: Po, Vložka číslo 11244/R, (ďalej len „**Spoločnosť**"), ktorého existencia právnickej osoby bola zistená výpisom z Obchodného registra na právne účely zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri).----------

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---Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 46 Notárskeho poriadku do tejto notárskej zápisnice pojala nasledovné:-

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----------**Rozhodnutie jediného akcionára európskej spoločnosti** ----------
---------- **POBLACHT BUSINESS SE** ----------
----------pri výkone pôsobnosti mimoriadneho valného zhromaždenia----------
----------podľa ust. § 190 ods. 1 Obchodného zákonníka ----------
----------(zákon č. 513/1991 Zb. v znení neskorších zmien a doplnení)----------

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I. Prítomný účastník Ľubica Botková (gen. ako hore) predložil výpisu z obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) a vyhlásila, že výpis nie je úplný a správny. Medzičasom došlo k prevodu akcií Spoločnosti a na základe čestného prehlásia predsedu predstavenstva Ľubici Botkovej (gen. ako hore) zo dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsaťtri), jediným akcionárom Spoločnosti je Ľubica Botková, narodená 20.5.1960, rodné číslo 605520/6091, bytom Krčulova 1199/18, 977 01 Brezno, Slovenská republika, občan: Slovenská republika, majiteľ a držiteľ kmeňových listinných akcií na meno v počte 10 (slovom desať) kusov, v menovitej hodnote akcie 12 000,-€ (slovom dvanásťtisíc eur), t.j. je jediným akcionárom Spoločnosti, ktorého účasť na jej základnom imaní vo výške 120 000,- Eur (jednostodvadsaťtisíc eur a nula eurocentov) predstavuje 100% (slovom jednosto percent). ----------

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II. Prítomný účastník Ľubica Botková (gen. ako hore) Jediný akcionár Spoločnosti, vykonávajúci v zmysle §190 ods. 1, zákona č. 513/1991 Zb., Obchodného zákonníka pôsobnosť valného zhromaždenia Spoločnosti, dnešného dňa prijal toto rozhodnutie: ----------

---

Rozhodnutie č. 1/2023 ----------

---Jediný akcionár Spoločnosti rozhodol o premiestnení sídla európskej spoločnosti do zahraničia, konkrétne do Írskej republiky, pričom jej novým sídlom bude adresa: 69 Esker Wood Drive Lucan K 78 PX45, Írska republika. ----------

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---Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti bol oboznámený s výškou odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred poskytnutím služby. ----------

---

---Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov. ----------

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---Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice. --

---

---O tomto som notársku zápisnicu spísala, účastník si ju prečítal, na čo ju ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal.----------

---

---------- V Trenčíne, dňa 07.06.2023 ----------

POBLACHT BUSINESS SE v z. Botková v.r. ----------

Karasová - notár v.r. ----------

okrúhla pečiatka ----------

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z dvoch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 92/2023, 15551/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 16053/2023.

---------- v Trenčíne dňa 07.06.2023----------

Mgr. ANDREA KARASOVÁ NOTÁR TRENČÍN

Nz 155512023

NCRls 16053/2023

Notarial deed

written and signed on 07.06.2023 (in words, on the seventh day of June in the year two thousand and twenty-three) in the notary's office of the notarial society of Zuzana Karasova and Andrea Karasova, with the registered office at Piaristická 44, 911 01 Trenčín, by notary Mgr. Andrea Karasova---
---

--- on today's date, at 13:00 (in words, thirteenth hour), appeared at the Notary's Office participant:--
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- Ľubica Botková, born 20.5.1960, Pers. Ident. No.: 605520/6091, residing Krčulova 1199/18, 977 01 Brezno, Slovak Republic, citizen: Slovak Republic, whose personal identity has been legally established from a valid identity document: identity card No. NB801803 as the sole shareholder of the European company POBLACHT BUSINESS SE, ID No.: 55 357 938, registered office: Odbojárov 452/11,911 01 Trenčín, Slovak Republic, at that time registered in the Commercial Register of the District Court of Trenčín, Section: Po, Insert No. 11244/R, (hereinafter referred to as the "Company"), which the existence of legal entity was established by an extract from the Commercial Register for legal purposes dated 31.05.2023 (in words, on the thirty-first day of May in the year two thousand and twenty-three).

-The participant, after declaring that he has full legal capacity, has requested me to include the following in this notarial deed in accordance with the provisions of Section 46 of the Notarial Code:-

---

----------**Resolution of the sole shareholder of the European company** ----------
----------**POBLACHT BUSINESS SE**----------
----------in the exercise of the powers of the Extraordinary General Meeting----------
----------pursuant to Section 190 (1) of the Commercial Code ----------
---------- (Act No. 513/1991 Coll., as amended) ----------

I. The present participant Ľubica Botková (as above) submitted an extract from the Commercial Register dated 31.05.2023 (in words, the thirty-first day of May in the year two thousand and twenty-three) and declared that the extract is not complete and correct. In the meantime, the shares of the Company have been transferred and, pursuant to the affidavit of the Chairman of the Board of Directors, Ľubica Botková (as above), dated 07.06.2023 (in words, the seventh day of June in the year two thousand and twenty-three), the sole shareholder of the Company is Ľubica Botková, born on 20.05.2023 (in words, the seventh day of June in the year two thousand and twenty-three), born on 20.05. 605520/6091, permanent resident Krčulova 1199/18, 977 01 Brezno, Slovak Republic, citizen: Slovak Republic, owner and holder of ordinary registered shares in the number of 10 (in word ten) pieces, in the nominal value of the share 12 000,-€ (in word twelve thousand euro), i.e. he is the sole shareholder of the Company, whose participation in the Company's share capital of EUR 120 000,- Eur (twenty-one thousand euros and zero euro cents) represents 100% (in words one percent). ----------
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II. Present participant Ľubica Botková (as above) The sole shareholder of the Company, exercising the powers of the General Meeting of the Company pursuant to §190(1) of Act No. 513/1991 Coll., the Commercial Code, has adopted the following decision today: ----------

Decision No. 1/2023 ----------

--The sole shareholder of the Company has resolved to relocate the Company's European registered office abroad, namely to the Republic of Ireland, with its new registered office to be located at 69 Esker Wood Drive Lucan K 78 PX45, Republic of Ireland. ----------

---The participant declares that, in accordance with §95 of Act No. 323/1992 Coll. on Notaries and Notarial Activities, he has been informed of the amount of the notary's remuneration for the provision of the legal service of drawing up this notarial deed prior to the provision of the service.----------

- The participant of the legal act hereby declares that he agrees to the fact that the notary corrects the detected writing, counting or other obvious incorrectness by a clause under the finished text of this notarial deed within the meaning of § 43 paragraph 2 of the Act on Notarial Deeds, as amended by the Act on Notarial Deeds 323/1992 Coll. as amended.----------

-The participant of this deed hereby declares that he takes note of the notification of Mgr. Andrea Karasova, notary public based in Trenčín, of the amount of the insured coverage and of the insurance company with which the notary is insured against damages in connection with the execution of this notarial deed. - ----------

-I have drawn up the notarial deed about this, the participant has read it, and has approved it as complete and correct and signed it in his own handwriting as a token of his agreement with its contents.----------

---------- In Trenčín, on 07.06.2023 ----------

POBLACHT BUSINESS SE on behalf of Botková handwriting----------

Karasová - notary handwriting----------

I certify that this certified copy of the notarial deed, consisting of three pages, which I am issuing, fully identical with the original thereof deposited in the Collection of Notarial Deeds at the Notary Office of Mgr. Andrea Karasova, Notary Public based in Trenčín, under file No. N 92/2023, 15551/2023 and registered in the Notarial Central Register of Deeds under No. NCRIs 16053/2023
---------- In Trenčín on 07.06.2023----------

Round stamp with the state symbol of the Slovak Republic and the text :
Mgr. Andrea Karasová*Notary* Trenčín *1* /illegible signature/

Ing. Dagmar PRIVIDI
PREKLADATEĽ
slovenský - anglický - nemecký
jazyk:

Preklad som vypracovala (overila) ako prekladateľka zapísaná v zozname znalcov, tlmočníkov a prekladateľov, ktorý vedie Ministerstvo spravodlivosti Slovenskej republiky v odbore jazyk slovenský, anglický a nemecký, evidenčné číslo prekladateľa 970597. Preklad v denníku je zapísaný pod číslom 111/2010. Preklad súhlasí s prekladanou listinou.
Som si vedomá následkov vedome nepravdivého prekladu.

I have executed (verified) the translation as a translator registered in the List of Experts, Interpreters and Translators of the Ministry of Justice of the Slovak Republic in the field Slovak, English and German language, translator registration number 970597.
The translation is registered in the translator's diary under the number 111/2010.
The translation corresponds with the translated document.
I am aware of consequences of intentionally untrue translation.

Ing. Dagmar PRIVIDI
PREKLADATEĽ
jazyk:
slovenský - anglický - nemecký

Nz 15552/2023
NCRls 16074/2023

Notárska zápisnica

napísaná a podpísaná dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsať tri) v notárskej kancelárií notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, mnou notárkou Mgr. Andreou Karasovou ----------

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—Dnešného dňa sa dostavil o 13:15 hod. (slovom trinástej hodine pätnástej minúte) do Notárskeho úradu účastník právneho úkonu: ----------

—obchodná spoločnosť **POBLACHT BUSINESS SE**, IČO: 55 357 938, sídlo: Odbojárov 452/11, 911 01 Trenčín, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Trenčín, Oddiel: Po, Vložka číslo 11244/R, predseda predstavenstva: Ľubica Botková, narodená 20.5.1960, rodné číslo 605520/6091, bytom Krčulová 1199/18, 977 01 Brezno, Slovenská republika, občan: Slovenská republika, ktorej osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: občiansky preukaz č. NB801803 ----------

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existencia právnickej osoby ako aj oprávnenie konať v jej mene boli preukázané výpisom z Obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsať tri).

—Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 64 a nasl. zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) v znení neskorších právnych predpisov do tejto notárskej zápisnice spísala nasledovné:---------- -----

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---------- Osvedčenie ----------

---------- pri premiestnení sídla obchodnej spoločnosti do zahraničia----------

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—Ja, Mgr. Andrea Karasová, notár, so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, podľa ustanovení článku Čl. 8 ods. 2 nariadenia Rady (ES) č. 2157/2001 o statuse európskej spoločnosti a podľa ustanovení zákona č. 562/2004 Z. z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov pre účely vydania osvedčenia pri premiestnení zapísaného sídla európskej spoločnosti, obchodnej spoločnosť **POBLACHT BUSINESS SE**, IČO: 55 357 938, sídlo: Odbojárov 452/11, 911 01 Trenčín, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Trenčín, Oddiel: Po, Vložka číslo 11244/R, ďalej aj ako **„Spoločnosť"**, zo Slovenskej republiky do Írskej republiky, osvedčuje, že mi boli predložené tieto dokumenty: ----------

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- výpisu z Obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsať tri),----------
- rozhodnutie jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsať tri), ktorým bolo rozhodnuté o premiestnení zapísaného sídla do zahraničia a došlo k schváleniu projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia, ----------
- projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia spolu s úplným znením stanov po premiestnení sídla (ďalej len ako „projekt"), ----------
- oznámenie z obchodného vestníka č. 66/2023 zo dňa 04.04.2023 (slovom štvrtého apríla roku dvetisícdvadsať tri), že došlo k zverejneniu projektu a uloženiu do Zbierky listín dňa

28.03.2023 (slovom dvadsiateho ôsmeho marca roku dvetisícdvadsaťtri),----------

- správa vysvetľujúca a odôvodňujúca právne a ekonomické aspekty premiestnenia sídla spoločnosti zo 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsaťtri),----------
- potvrdenie Okresného súdu Trenčín zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) o tom, že na majetok Spoločnosti od 01.01.2006 (slovom prvého januára roku dvetisícšesť) do 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) na Okresnom súde Trenčín nebol podaný návrh na začatie konkurzného konania, nebolo začaté konkurzné konanie, nebol vyhlásený konkurz na majetok, nebolo zastavené konkurzné konanie pre nedostatok majetku, nebol zrušený konkurz pre nedostatok majetku, nebol podaný návrh na povolenie reštrukturalizácie, nebolo začaté reštrukturalizačné konanie, nebola povolená reštrukturalizácia, spoločnosť nie je v reštrukturalizácii. ----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že spoločnosť má jediného akcionára, nemá žiadnych zamestnancov a nemá žiadnych veriteľov, nepoberá žiadne dotácie,----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že nemá vedomosť o tom, že by niekto podal návrh na vyslovenie neplatnosti rozhodnutia jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsaťtri),----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, o tom že všetky dokumenty a listiny podľa zákonných ustanovení boli voľne dostupné k nahliadnutiu akcionára v sídle spoločnosti, pričom bol zároveň upozornený, že do týchto dokumentov môže nahliadať a robiť si z nich potrebné výpisky, odpisy,----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že v zmysle platnej právnej úpravy nie je potrebné k premiestneniu sídla spoločnosti doložiť žiadne právoplatné a vykonateľné rozhodnutie orgánov verejnej moci, či orgánov Európskeho spoločenstva.----------

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--- Ja, Mgr. Andrea Karasová, notár so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, pre účely premiestnenia sídla obchodnej spoločnosti **POBLACHT BUSINESS SE**, IČO: 55 357 938, sídlo: Odbojárov 452/11, 911 01 Trenčín, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Trenčín, Oddiel: Po, Vložka číslo 11244/R, do Írskej republiky, na základe vyššie uvedených skutočností a predložených listín týmto osvedčujem, že Spoločnosť splnila, v súlade s právnom úpravou, formálne požiadavky a vykonala právne úkony potrebné k cezhraničnému premiestneniu sídla európskej spoločnosti. ----------

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--- Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) bol informovaný o výške odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred začatím úkonu právnej služby. ----------

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--- Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov.----------

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--- Vyhlásenie účastníka vykonané do notárskej zápisnice neodporuje zákonu, zákon neobchádza a neprieči sa dobrým mravom. ----------

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--- Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice.----------

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---O tom som túto notársku zápisnicu napísala, prítomnému účastníkovi prečítala a vysvetlila, na čo ju tento ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal. ----------

---------- V Trenčíne, dňa 07.06.2023 ----------

POBLACHT BUSINESS SE v z. Botková v.r. ----------

Karasová - notár v.r. ----------

okrúhla pečiatka ----------

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z troch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 93/2023, NZ 15552/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 16074/2023. ----

---------- v Trenčíne dňa 07.06.2023 ----------

Mgr. ANDREA KARASOVÁ NOTÁR TRENČÍN

Strana prvá----------N 92/2023
Nz 155512023
NCRls 16053/2023

Notárska zápisnica

napísaná a podpísaná dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsaťtri) v notárskej kancelárií notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, notárkou Mgr. Andreou Karasovou ----------

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—Dnešného dňa sa dostavil o 13:00 hod. (slovom trinástej hodine) do Notárskeho úradu účastník: ----------

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--- Ľubica Botková, narodená 20.5.1960, rodné číslo 605520/6091, bytom Krčulova 1199/18, 977 01 Brezno, Slovenská republika, občan: Slovenská republika, ktorej osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: občiansky preukaz č. NB801803 ako jediný akcionár európskej spoločnosti **POBLACHT BUSINESS SE**, IČO: 55 357 938, sídlo: Odbojárov 452/11, 911 01 Trenčín, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Trenčín, Oddiel: Po, Vložka číslo 11244/R, (ďalej len „**Spoločnosť**"), ktorého existencia právnickej osoby bola zistená výpisom z Obchodného registra na právne účely zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri).----------

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---Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 46 Notárskeho poriadku do tejto notárskej zápisnice pojala nasledovné:-

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----------**Rozhodnutie jediného akcionára európskej spoločnosti** ----------
---------- **POBLACHT BUSINESS SE** ----------
----------pri výkone pôsobnosti mimoriadneho valného zhromaždenia----------
----------podľa ust. § 190 ods. 1 Obchodného zákonníka ----------
----------(zákon č. 513/1991 Zb. v znení neskorších zmien a doplnení)----------

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I. Prítomný účastník Ľubica Botková (gen. ako hore) predložil výpisu z obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) a vyhlásila, že výpis nie je úplný a správny. Medzičasom došlo k prevodu akcií Spoločnosti a na základe čestného prehlásia predsedu predstavenstva Ľubici Botkovej (gen. ako hore) zo dňa 07.06.2023 (slovom siedmeho júna roku dvetisícdvadsaťtri), jediným akcionárom Spoločnosti je Ľubica Botková, narodená 20.5.1960, rodné číslo 605520/6091, bytom Krčulova 1199/18, 977 01 Brezno, Slovenská republika, občan: Slovenská republika, majiteľ a držiteľ kmeňových listinných akcií na meno v počte 10 (slovom desať) kusov, v menovitej hodnote akcie 12 000,-€ (slovom dvanásťtisíc eur), t.j. je jediným akcionárom Spoločnosti, ktorého účasť na jej základnom imaní vo výške 120 000,- Eur (jednostodvadsaťtisíc eur a nula eurocentov) predstavuje 100% (slovom jednosto percent). ----------

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II. Prítomný účastník Ľubica Botková (gen. ako hore) Jediný akcionár Spoločnosti, vykonávajúci v zmysle §190 ods. 1, zákona č. 513/1991 Zb., Obchodného zákonníka pôsobnosť valného zhromaždenia Spoločnosti, dnešného dňa prijal toto rozhodnutie: ----------

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Strana druhá ----------N 92/2023

Rozhodnutie č. 1/2023 ----------

---Jediný akcionár Spoločnosti rozhodol o premiestnení sídla európskej spoločnosti do zahraničia, konkrétne do Írskej republiky, pričom jej novým sídlom bude adresa: 69 Esker Wood Drive Lucan K 78 PX45, Írska republika. ----------

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---Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti bol oboznámený s výškou odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred poskytnutím služby. ----------

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---Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov. ----------

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---Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice. --

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---O tomto som notársku zápisnicu spísala, účastník si ju prečítal, na čo ju ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal.----------

---

---------- V Trenčíne, dňa 07.06.2023 ----------

POBLACHT BUSINESS SE v z. Botková v.r. ----------

Karasová - notár v.r. ----------

okrúhla pečiatka ----------

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z dvoch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 92/2023, 15551/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 16053/2023.

---------- v Trenčíne dňa 07.06.2023----------

Mgr. ANDREA KARASOVÁ NOTÁR TRENČÍN

COMPANIES ACT 2014
CONSTITUTION
SOCIETAS EUROPAEA
MEMORANDUM OF ASSOCIATION
of
POBLACHT BUSINESS SE

I. The name of the Company is POBLACHT BUSINESS SE .

II. The Company is a Societas Europaea registered in Ireland, which pursuant to section 1003 of the Companies Act 2014 shall be regarded as a public limited company for the purposes of Part 17 of the Companies Act 2014.

III. The objects for which the Company is established are:
(1) To provide customer support and ancillary services to customers in Ireland and through its branch network to customers in other European jurisdictions.
(2) To acquire shares, stocks, debentures, debenture stock, bonds, obligations and securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
(3) To facilitate and encourage the creation, issue or convention of and to offer for public subscription debentures, debenture stocks, bonds, obligations, shares, stocks, and securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies.
(4) To purchase or by any other means acquire any freehold, leasehold or other property and in particular lands, tenements and hereditaments of any tenure, where subject or not to any charges or incumbrances, for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, machinery, engines, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may
(5) To sell or otherwise dispose of any of the property or investments of the Company but so that no profit arising on the sale of any shares, stocks, debentures or other investments shall be distributed by way of dividend, but shall be carried to a capital reserve fund or otherwise dealt with for capital purposes only.
(6) To grant, convey, transfer or otherwise dispose of any property or asset of the Company of whatever nature or tenure for such price, consideration, sum of other return whether equal to or less than the market value thereof and whether by way of gift or otherwise as the Directors shall deem fit and to grant any fee farm grant or lease or to enter into any agreement for letting or hire of any such property or asset for a rent or return equal to or less than the market or rack rent therefor or at no rent and subject to or free from covenants and restrictions as the Directors shall deem appropriate.
To acquire and undertake the whole or any part of the business, good-will and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition

to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage or deal with any shares, debentures, debenture stock or securities so received.

To apply for, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to sue or any secret or other information as to any invention 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 benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.

To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly to benefit this Company.

(10) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(11) To lend money to and guarantee the performance of the contract or obligations of any company, firm or person, and the repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(12) To engage in the currency exchange and interest rate transactions including, but not limited to, dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangements and such other' instruments as are similar to, or derived from, any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other exposure

(13) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company, or by both such methods, the performance of the 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) and Company which is for the time being the Company's holding company as defined by section 155 of the Companies Act, 1963 or a subsidiary as therein defined of any such holding company or otherwise associated with the Company in business.

(14) To borrow or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stocks, bonds, obligations and securities of all kinds, either perpetual or terminable and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing by trust deed, mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present future) including its uncalled capital, and also by a similar trust

deed, mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(15) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(16) To subscribe for, take, purchase or otherwise acquire and hold 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 conducted so as directly or indirectly to benefit this Company.

(17) To hold in trust as trustees or as nominees and to deal with, manage and turn to account, any real or personal property of any kind, and in particular shares, stocks, debentures, securities, policies, book debts, claims and chases in actions, lands, buildings, herditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licenses, and any interest in real or personal property, and any claims against such property or against any person or company.

(18) To constitute any trusts with a view to the issue of preferred and deferred or other special stocks or securities based on or representing any shares, stocks and any other assets specifically appropriated for the purpose of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue dispose of or hold any such preferred, deferred or other special stocks or securities.

(19) To give guarantee in relation to the payment of any debentures, debenture stocks, bonds obligations or securities and to guarantee the payment of interest thereon or of dividends on any stocks or shares of any company.

(20) To construct, erect and maintain buildings, houses, flats, shops and all other works, erections, and things of any description whatsoever either upon the lands acquired by the Company or upon other lands and to hold, retain as investments or to sell, let, alienate, mortgage, charge or deal with alt or any of the same and generally to alter, develop and improve the lands and other property of the Company.

(21) To provide for the welfare of persons in the employment of or holding office under or formerly in the employment of or holding office under the Company including Directors and ex-Directors of the Company and the wives, widows and families, dependents 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 such persons 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 operation or otherwise.

(22) To remunerate b cash payments 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.

(23) To enter into and carry into effect any arrangements 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 within the objects of the Company.

(24) To distribute in specie or otherwise as may be resolved, any assets of the Company among its members and in particular the shares, debentures or other securities of any other company belonging to this Company or of which this Company may have the power of disposing.
(25) To vest any real or personal property, rights or interest acquired or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favor of the Company.
(26) To transact or carry on any business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value or facilitate the realization of or render profitable any of the Company's property or rights.
(27) To accept stock or shares in or debentures, mortgages or 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 partly paid up.
(28) To pay all costs, charges and expenses incurred or sustained in or about the promotion and 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 partly paid up. Establishment of the Company or which the Company shall consider to be preliminary thereto and to issue shares as fully or in part paid up, and to pay out of the funds of the Company ail brokerage and charges incidental thereto.
(29) To procure the Company to be registered or recognized in any part of the Ireland or in any colony or dependency or possession thereof or in any foreign country or in any colony or dependency of any such foreign country.
(30) To do all or any of the matters hereby authorized in any part of the world or in conjunction with or as trustee or agent for any other company or person or by or through any factors, trustees or agents.
(31) To make gifts or grant bonuses to the Directors or any other persons who are or have been in the employment of the Company including substitute and alternate directors.
(32) To do all such other things that the Company may consider incidental or conductive to the attainment of the above objects or as are usually carried on in connection herewith.
(33) To make or receive gifts by way of capital contribution or otherwise.
The objects set forth in any sub-clause of this clause shall be regarded as independent objects and shall not, where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company, None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world notwithstanding that the business, property or acts proposed to be transacted, acquired or performed do not fall within the objects of the first sub-clause of this clause.
NOTE: It is hereby declared that the word "company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and the intention is that 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.

IV. The liability of the members is limited.

V. The share capital of the Company is €120,000 divided into 100 ordinary shares of €1200.00 each.

VI. The Company's registered office is situated at 69 Esker Wood Drive, Lucan, K78PX45, Ireland.

VII. The shares forming the capital, increased or reduced, may be increased or reduced and be divided into such classes and issued with any special rights, privileges and conditions or with such qualifications as regards preference, dividend, capital, voting or other special incidents, and be held upon such terms as may be attached thereto or as may from time to time be provided by the original or any substituted or amended articles of association and regulations of the Company for the time being, but so that where shares are issued with any preferential or special rights attached thereto such rights shall not be alterable otherwise than pursuant to the provisions of the Company articles of association for the time being.

ARTICLES OF ASSOCIATION
OF
POBLACHT BUSINESS SE

1 Interpretation

1.1 In this Constitution:

"Act" means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;

"Company" means POBLACHT BUSINESS SE;

"Constitution" has the meaning set out in regulation 1.2;

"director" means a director of the Company and the "directors" means the directors or any of them acting as the board of directors of the Company;

"dividend" means dividend or bonus;

"EEA Agreement" means the Agreement on the European Economic Area signed at Oporto on 2 May 1992, as adjusted by the Protocol signed at Brussels on 17 March 1993;

"EEA State" means a state, including the State, which is a contracting party to the EEA Agreement;

"electronic communication", "electronic signature" and "advanced electronic signature" each has the meaning set out in the Electronic Commerce Act 2000;

"holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"ordinary resolution" means a resolution passed by a simple majority of the votes cast by members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;

"paid" means paid or credited as paid;

"registered person" means such person as is authorized to bind the Company in accordance with section 39 of the Act;

"regulations" means provisions of this Constitution, as amended from time to time;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"single-member company" means a company which, for whatever reason, has, for the time being, a sole member (and this applies notwithstanding a stipulation in this Constitution that there be two members, or a greater number);

"special resolution" means a resolution passed by not less than 75 per cent of the votes cast by such members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company; and

"State" means the Republic of Ireland.

1.2 The optional provisions of the Act (as defined by section 1007 of the Act) shall apply to the Company save to the extent that they are excluded or modified by this Constitution and such optional provisions (as so excluded or modified) together with the regulations contained in this Constitution shall constitute the regulations of the Company (the "Constitution").

1.3 Words denoting the singular number include the plural number and vice versa and words denoting a gender include each gender.
1.4 Words or expressions contained in this Constitution which are not defined in this Constitution but are defined in the Act have the same meaning as in the Act at the date of adoption of this Constitution unless inconsistent with the subject or context.
1.5 Headings are inserted for convenience only and do not affect the construction of this Constitution.
1.6 Any reference to a "person" shall be construed as a reference to any individual, firm, company, corporation, undertaking, government, state or agency of a state or any association or partnership (whether or not having separate legal personality).
1.7 Powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them and except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorized to exercise it under this Constitution or under another delegation of the power.
1.8 References to "writing" mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, and "written" shall be construed accordingly.
1.9 Any reference to any statute, statutory provision or to any order or regulation shall (save as expressly provided in this Constitution) be construed as a reference to the statute, provision, order or regulation as extended, modified, amended, replaced or re-enacted from time to time (whether before or after the date of adoption of this Constitution) and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom (whether before or after the date of adoption of this Constitution).

CORPORATE CAPACITY AND AUTHORITY

2 Registered Person
Where the board of directors authorizes any person as being a person entitled to bind the Company (not being an entitlement to bind that is, expressly or impliedly, restricted to a particular transaction or class of transactions), the Company may notify the Registrar of the authorization in accordance with section 39 of the Act.
3 Powers of Attorney
The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.
4 The Common Seal
4.1 The Company shall have a common seal or seals that shall state the Company's name, engraved in legible characters.
4.2 The Company's seal shall be used only by the authority of its directors, or of a committee of its directors authorized by its directors in that behalf. Any instrument to which the Company's seal shall be affixed shall be:

4.2.1 signed by a director and be countersigned by the secretary or by a second director of it or by some other person appointed for the purpose by its directors or by a foregoing committee of them; or

4.2.2 signed by a person (including a director) appointed for the purpose by its directors or a committee of its directors authorized by its directors in that behalf.

4.3 If there is a registered person in relation to the Company, the Company's seal may be used by such person and any instrument to which the Company's seal shall be affixed when it is used by the registered person may be signed by that registered person and shall not require countersignature by a second person.

4.4 Any instrument to which the common seal is affixed shall not be signed by the same person acting both as director and secretary.

4.5 Section 43(2) and section 43(3) of the Act do not apply.

5 Power for Company to have Official Seal for use Abroad

5.1 The Company may have for use in any place abroad (being any territory, district or place not situate in the State) an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

5.2 A deed or other document to which an official seal is duly affixed shall bind the Company as if it had been sealed with the common seal of the Company.

5.3 If the Company has an official seal for use in any place abroad it may, by writing under its common seal, authorize any person appointed for the purpose in that place (the "agent") to affix the official seal to any deed or other document to which the Company is party in that place.

5.4 The authority of the agent shall, as between the Company and any person dealing with the agent, continue during the period, if any, mentioned in the instrument conferring the authority, or, if no period is there mentioned, then until the notice of revocation or determination of the agent's authority has been given to the person dealing with him or her.

5.5 The person affixing an official seal shall, by writing under his or her hand, certify on the deed or other instrument to which the seal is affixed, the date on which and the place at which it is affixed.

6 Official seal for sealing securities

6.1 The Company may have for use, for sealing:

6.1.1 securities issued by the Company; and

6.1.2 documents creating or evidencing securities so issued, an official seal which is a facsimile of the common seal of the company with the addition on its face of the word "Securities" or the word "Urras".

SHARE CAPITAL, SHARES AND OTHER INSTRUMENTS

7 Shares

7.1 Shares in the capital of the Company shall have a nominal value.

7.2 The Company may allot shares:

7.2.1 of different nominal values;

7.2.2 of different currencies;

7.2.3 with different amounts payable on them; or

7.2.4 with a combination of two or more of the foregoing characteristics.

7.3 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine.

7.4 The Company may allot shares that are redeemable, which shall be known as "redeemable shares".

7.5 The shares or other interest of any member in the Company shall be personal estate and shall not be of the nature of real estate.

7.6 Except as required by law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice of it):

7.6.1 any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share; or

7.6.2 save only as the Act or other law otherwise provides, any other rights in respect of any share, except an absolute right to the entirety of it in the registered holder.

7.7 The foregoing regulations shall not preclude the Company from requiring a member or a transferee of shares to furnish the Company with information as to the beneficial ownership of any share when such information is reasonably required by the Company.

7.8 Save as provided by section 1019 of the Act, the Company shall not have power to issue any bearer instrument.

8 Capacity to make public offers of securities

The Company shall have the capacity to offer, allot and issue securities to the public subject to compliance, where applicable, with Part 23 of the Act.

9 Allotment of Shares and other securities

9.1 The directors, or any committee of the directors authorized by the directors in that behalf, are, for the purposes of section 1021 of the Act, generally and unconditionally authorized to exercise all powers of the Company to allot and issue relevant securities (as defined by the said section 1021) up to the amount of the Company's authorized share capital and to allot and issue any shares acquired by the Company pursuant to the provisions of Chapter 6 of Part 3 of the Act and held as treasury shares and this authority shall expire five years from the date of incorporation of the Company.

9.2 No shares may be allotted by the Company unless those shares are comprised in the authorized but unissued share capital of the Company.

9.3 Notwithstanding that any authorization conferred by regulation 9.1 has expired, the directors of the Company may allot relevant securities in pursuance of an offer or agreement previously made by the Company if that authorization enabled the Company to make an offer or agreement which would or might require relevant securities to be allotted after the authorization's expiry.

9.4 A resolution of the Company to give, vary, revoke or renew such an authority may, notwithstanding that it alters the articles of association of the Company, be an ordinary resolution.

10 Pre-emption rights

10.1 The directors are hereby empowered pursuant to section 1023(3) of the Act to allot equity securities within the meaning of section 1023 of the Act for cash pursuant to the

authority conferred by regulation 9 as if section 1022 of the Act did not apply to the allotment.

11 Calls on Shares

11.1 Subject to regulation 11.2, the directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium).

11.2 Regulation 11.1 does not apply to shares where the conditions of allotment of them provide for the payment of moneys in respect of them at fixed times.

11.3 Each member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company, at the time or times and place so specified, the amount called on the shares.

11.4 A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.

11.5 The application of section 77 of the Act shall be modified accordingly.

12 Lien

12.1 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether immediately payable or not) called, or payable at a fixed time, in respect of that share. The directors may at any time declare any share in the Company to be wholly or in part exempt from this regulation.

12.2 The Company's lien on a share shall extend to all dividends payable on it.

12.3 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 a sum in respect of which the lien exists is immediately payable and the conditions specified in section 80 of the Act are satisfied.

13 Forfeiture of Shares

13.1 In accordance with section 81 of the Act, 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.

13.2 That notice shall:

(a) 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

(b) 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.

13.3 Any forfeiture shall include all dividends or other moneys payable by the Company in respect of the forfeited shares and the application of section 81 of the Act shall be modified accordingly.

14 Financial Assistance for Acquisition of Shares

The Company may give any form of financial assistance that is permitted by the Act for the purpose of an acquisition made or to be made by any person of any shares in the Company or its holding company.

VARIATION IN CAPITAL

15 Variation of Company Capital

15.1 In accordance with section 83 of the Act, the Company may, by ordinary resolution, do any one
or more of the following, from time to time:

15.1.1 consolidate and divide all or any of its shares into shares of a larger nominal value than its existing shares;

15.1.2 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;

15.1.3 increase the nominal value of any of its shares by the addition to them of any undenominated capital;

15.1.4 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;

15.1.5 convert any undenominated capital into shares for allotment as bonus shares to holders of existing shares;

15.1.6 increase its share capital by new shares of such amount as it thinks expedient; and

15.1.7 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.

16 Reduction in Company Capital

The Company is authorised to reduce its company capital in accordance with sections 84 and 1002 of the Act but, in accordance with section 1084 of the Act, it shall not reduce its company capital below the authorised minimum.

17 Variation of Rights attached to Special Classes of Shares

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, in accordance with section 982 of the Act (as modified by section 1044 of the Act), whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of 75 per cent, in nominal value, of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class but not otherwise.

TRANSFER OF SHARES

18 Transfer of Shares and Debentures

18.1 In accordance with section 94 of the Act, a member may transfer all or any of his or her shares in the Company by instrument in writing in any usual or common form or any other form which the directors may approve.

18.2 The instrument of transfer of any share shall be executed by or on behalf of the transferor, save that if the share concerned (or one or more of the shares concerned) is not fully paid, the instrument shall be executed by or on behalf of the transferor and the transferee.

18.3 The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company in respect thereof.

18.4 The Company shall not register a transfer of shares in or debentures of the Company unless a proper instrument of transfer has been delivered to the Company.
18.5 Nothing in regulation 18.4 shall prejudice any power of the Company to register as shareholder or debenture holder, any person to whom the right to any shares in, or debentures of the Company, has been transmitted by operation of law.
18.6 A transfer of the share or other interest of a deceased member of the Company made by his or her personal representative shall, although the personal representative is not himself or herself a member of the Company, be as valid as if the personal representative had been such a member at the time of the execution of the instrument of transfer.
18.7 On application of the transferor of any share or interest in the Company, the Company shall enter in its register of members, the name of the transferee in the same manner and subject to the same conditions as if the application for the entry were made by the transferee.
19 Restrictions on Transfer
19.1 The directors of the Company may in their absolute discretion, and without assigning any reason for doing so, decline to register the transfer of any share.
19.2 The directors' power to decline to register a transfer of shares (other than on account of a matter specified in 19.3) shall 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.
19.3 The directors may decline to register any instrument of transfer unless:
19.3.1 a fee of €10.00 or such lesser sum as the directors may from time to time require, is paid to the Company in respect of it;
19.3.2 the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
19.3.3 the instrument of transfer is in respect of one class of share only.
19.4 If the directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.
19.5 The registration of transfers of shares in the Company may be suspended at such times and for such periods, not exceeding in the whole 30 days in each year, as the directors may from time to time determine.
20 Transmission of Shares
Section 96 of the Act shall apply to the transmission of shares in the case of the death of a member of the Company.
21 Share Certificates
21.1 In accordance with section 99 of the Act, a certificate under the common seal of the Company, or the seal kept by the Company by virtue of section 1017 of the Act, specifying any shares held by any member shall be prima facie evidence of the title of the member to the shares.
21.2 The Company shall, within two months after the date:
21.2.1 of allotment of any of its shares or debentures; or
21.2.2 on which a transfer of any such shares or debentures is lodged with the Company, complete and have ready for delivery the certificates of all shares and debentures allotted or, as the case may be, transferred, unless the conditions of issue of the shares or debentures otherwise provide.
22 Acquisition of Own Shares

The Company is authorised to acquire its own shares by purchase, or in the case of redeemable shares, by redemption or purchase in accordance with section 105 of the Act, section 1071 of the Act and section 1073 of the Act.

23 Distributions

23.1 The Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

23.2 The directors may pay interim dividends to members if it appears to them that such interim dividends are justified by the profits of the Company available for distribution. In paying such interim dividends the directors may satisfy such payment wholly or partly by the distribution of specific assets and in particular, but without limitation, of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, may determine that cash payment 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 may vest any such specific assets in trustees as may seem expedient to the directors.

23.3 If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

23.4 Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

23.5 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the Act relating to such distributions.

23.6 The directors may, before recommending 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 purpo6e 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. The directors may also, without placing the profits of the Company to reserve, carry forward any profits which they way think it prudent not to distribute.

23.7 Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

23.8 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.

23.9 A general meeting of the Company 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, but without limitation, of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the matter as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may 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 may vest any such specific assets in trustees as may seem expedient to the directors.

23.10 Any dividend, interest or other moneys payable in cash in respect of any shares may be paid:

(a) by cheque or negotiable instrument sent by post directed to or 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 joint holders may in writing direct; or

(b) by agreement with the payee (which may either be a general agreement or one confined to specific payments), by direct transfer to a bank account nominated by the payee.

23.11 Every such cheque or negotiable instrument shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give valid receipts for any dividends 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.

23.12 No dividend shall bear interest against the Company unless otherwise provided by the rights attached to the share in respect of which it is payable.

23.13 Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

23.14 Section 124 and section 125 of the Act do not apply.

23.15 Any distribution of assets by the Company shall be in accordance with section 1082 of the Act.

24 Bonus Issues

24.1 In this regulation "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;

(c) any sum representing unrealised revaluation reserves; or

(d) any part of the amount for the time being standing to the credit of any of the Company's reserve accounts.

24.2 The Company in general meeting may resolve that any relevant sum be capitalised and applied on behalf of the members who would have been entitled to receive that sum if it had been distributed by way of dividend and in the same proportions in or towards paying up in full unissued shares or debentures of the Company of a nominal value equal to the

relevant sum capitalised (such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such holders and in the proportions as aforementioned).

24.3 The Company in general meeting may resolve that it is desirable to capitalise any part of a relevant sum which is not available for distribution, by applying such sum in paying up in full unissued shares to be allotted 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).

24.4 The directors shall give effect to any resolution under regulations 24.2 and 24.3.

24.5 For that purpose the directors shall make:

24.5.1 all appropriations and applications of the undivided profits resolved to be capitalised by the resolution; and

24.5.2 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.

24.6 Without limiting the foregoing, the directors may:

24.6.1 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); and

24.6.2 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.

24.7 Any agreement made under such authority shall be effective and binding on all the members concerned.

24.8 Where the directors of the Company 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:

24.8.1 credited by the directors to undenominated capital, other than the share premium account; or

24.8.2 used in paying up unissued shares of the Company to be issued to members as fully paid bonus shares.

24.9 The application of section 126 of the Act shall be modified accordingly.

CORPORATE GOVERNANCE

25 Company Secretary

25.1 The Company shall have a secretary, who may be one of the directors.

25.2 The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

26 Directors

26.1 The Company shall have at least two directors but not more than ten directors. If at any time there is no director appointed to the Company the members of the Company shall pass an ordinary resolution appointing persons to act as director.

26.2 In accordance with section 137 of the Act, at least one of the directors shall be a person who is resident in an EEA state. This regulation shall not apply if the Company holds either:

26.2.1 a bond in the form prescribed by section 137 of the Act; or
26.2.2 a certificate stating that the Company has a real and continuous link with one or more economic activities that are being carried out in the State as prescribed by section 140 of the Act.

27 Appointment of Director

27.1 Any purported appointment of a director without that director's consent shall be void.

27.2 The first directors shall be those persons determined in writing by the subscribers of the Constitution or a majority of them.

27.3 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 the maximum number provided for in this Constitution.

27.4 Any director appointed to the Company shall not be required to retire at any annual general meeting.

27.5 The Company may from time to time, by ordinary resolution, increase or reduce the number of directors.

27.6 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 27.3, the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

27.7 Subject to regulation 27.1, in the case of a single-member company, the sole member may appoint any person to be a director by serving a notice in writing on the Company which states that the named person is appointed director.

27.8 The application of section 144(3) of the Act shall be modified accordingly.

28 Rotation of Directors

The directors shall not be required to retire by rotation and section 1090 of the Act does not apply.

29 Removal of Directors

29.1 In accordance with section 146 of the Act, the Company may by ordinary resolution remove a director before the expiration of his period of office notwithstanding any agreement between the Company and that director.

29.2 In addition to, and without prejudice to section 146 of the Act, the Company may, if it is a single-member company, remove any director before the expiration of his period of office notwithstanding any agreement between the Company and that director. Any decision by the sole member to remove a director shall be drawn up in writing and notified to the Company. The written decision of the sole member shall specify the effective date of the removal of such director. The removal of a director under this regulation shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company. Notification of any such decision taken by the sole member of the Company shall be sent by the Company by recorded delivery to the director at his usual residential address as notified to the Company, or if not so notified, then to the address of the director last known to the Company.

30 Vacation of Office

30.1 The office of director shall be vacated if:

30.1.1 the director is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
30.1.2 the director becomes or is deemed to be subject to a disqualification order within the meaning of the Act; or
30.1.3 the director resigns his or her office by notice in writing to the Company or if he or she resigns his or her 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; or
30.1.4 the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
30.1.5 a declaration of restriction is made in relation to the director and the Company does not satisfy the capital requirements prescribed in section 819 of the Act; or
30.1.6 a declaration of restriction is made in relation to the director and, notwithstanding that the Company satisfies the capital requirements prescribed in section 819 of the Act, his or her co-directors resolve at any time during the currency of the declaration that his or her office be vacated; or
30.1.7 the director is sentenced to a term of imprisonment following conviction of an indictable offence; or
30.1.8 the director is for more than six months absent, without the permission of the directors, from meetings of the directors held during that period; or
30.1.9 the director is requested by his or her co-directors to vacate his or her office. Any such request shall be made in writing (and may be in counterparts) by letter, email, facsimile or other means or alternatively shall be made orally at a board meeting at which such co-directors are present in person or by proxy, irrespective of whether the director in respect of whom the request is being made is present or not. The vacation of the said director's office as director shall take effect on the date the request is made or, if later, the date stated to be the effective date in that request or, if the request is made orally at a board meeting, with effect from the termination of the meeting. Notification of any request under this regulation shall be sent by the Company by recorded delivery to the director at his usual residential address as notified to the Company, or if not so notified, then to the address of the director last known to the Company.

30.2 The application of section 148(2) of the Act shall be modified accordingly.

31 Remuneration of Directors

31.1 The remuneration of the directors shall be such as is determined, from time to time, by the Company in general meeting and such remuneration shall be deemed to accrue from day to day.

31.2 The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors, or general meetings of the Company, or otherwise in connection with the business of the Company.

31.3 The directors may provide benefits, whether by the payment of gratuities or pensions or by
insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold

such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

31.4 Without prejudice to the provisions of regulation 31.2, the directors may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any person who is or was:

31.4.1 a director, other officer, employee or auditor of the Company, or of any body which is or was the holding company or subsidiary of the Company, or in which the Company or such holding company or subsidiary has or had any interest (whether direct or indirect) or with which the Company or such holding company or subsidiary is or was in any way affiliated or associated; or

31.4.2 a trustee of any pension fund in which employees of the Company or any other body referred to in regulation 31.4.1 is or has been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

PROCEEDINGS OF DIRECTORS

32 General Power of Management and Delegation

32.1 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:

32.1.1 any regulations contained in this Constitution; 32.1.2 the provisions of the Act; and

32.1.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.

32.1 Without prejudice to the generality of regulation 32.1 (but subject to a limitation (if any) arising under regulations 32.1.1 to 32.1.3), the directors of the Company may exercise all the powers of the Company:

32.1.1 to borrow money and to mortgage, charge, pledge or otherwise secure its undertaking, property and uncalled capital, or any part thereof; and

32.1.2 to give guarantees, indemnities, counter indemnities and all manners of assurances against loss in respect of, any or all of the debts, obligations and liabilities of any person, firm or corporation, (whether by personal covenant or by mortgaging, charging, pledging or othenwise securing its undertaking, property and uncalled capital, or any part thereof or by any combination of such methods),

notwithstanding that the Company may derive no benefit from the same, and notwithstanding that it may involve the use of the Company's undertaking, property, and uncalled capital for the benefit of one or more directors of the Company or of any other person.

32.2 The directors may delegate any of their powers to such person or persons as they think fit, including committees. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

33 Managing Director

In accordance with section 159 of the Act, the directors may from time to time appoint one or more of themselves to the office of managing director (by whatever name called) 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.

34 Meetings of Directors and Committees

34.1 Not less than two meetings of the directors shall be held in each calendar year and no more than seven
months shall elapse between meetings of the directors. Meetings of the directors shall be held in the State and the directors shall manage and control the Company in and from the State.

34.2 The directors may meet together for the dispatch of business, adjourn and otherwise regulate
their meetings as they think fit.

34.3 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.

34.4 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

34.5 All directors shall be entitled to reasonable notice of any meeting of the directors but it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.

34.6 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.

34.7 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 by or pursuant to this Constitution or the Act 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.

34.8 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.

34.9 The directors may establish one or more committees consisting in whole or in part of members of the board of directors.

34.10 A committee established under this Constitution 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.

34.11 A committee may meet and adjourn meetings as it thinks proper.

34.12 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 shall have a second or casting vote.

34.13 The application of section 160 of the Act shall be modified accordingly. 35 Written Resolutions of Directors

35.1 A resolution in writing signed by all the directors of the Company, or by all the members 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. A resolution executed by an alternate director need not also be signed by his appointer.

35.2 A resolution referred to in regulation 35.1 may be signed by electronic signature, advanced electronic signature or otherwise as approved by the directors.

35.3 Subject to regulation 35.4, where one or more of the directors (other than a majority of them) would not, by reason of:

(a) the Act or any other enactment;

(b) the Constitution; or

(c) a rule of law,

be permitted to vote on a resolution such as is referred to in regulation 35.1, 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 35.1, shall be valid for the purposes of that regulation 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.

35.4 In a case falling within regulation 35.3, 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.

35.5 For the avoidance of doubt, nothing in the preceding regulations 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.

35.6 The application of section 161 of the Act shall be modified accordingly.

36 Meetings of Directors by Conference

36.1 A meeting of the directors or of a committee of them 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:

36.1.1 a director or member of a 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

36.1.2 such a meeting shall be deemed to take place in such location as the directors, or members of the committee, decide and failing that where the chairperson of the meeting is located.

36.2 The application of section 161 of the Act shall be modified accordingly.

37 Voting by Director in respect of Contracts

37.1 Subject to the other 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.

37.2 The application of section 161 of the Act shall be modified accordingly.

38 Holding of any other Office or Place of Profit under the Company by Director

38.1 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.

38.2 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.

38.3 In particular, neither shall:

38.3.1 any contract with respect to any of the matters referred to in regulation 38.2, 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

38.3.2 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.

39 Counting of Director in Quorum and Voting at Meeting at which Director is Appointed

39.1 A director of the Company, notwithstanding his or her interest, may be counted in the quorum present at any meeting at which:

39.1.1 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 38.1; or

39.1.2 the terms of any such appointment are arranged,

and he or she may vote on any such appointment or arrangement other than his or her own appointment or the arrangement of the terms of it.

40 Duty of Director to Disclose his or her Interest in Contracts made by Company

In accordance with section 231 of the Act, it shall be the duty of a director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest to the Company.

41 Alternate Directors

41.1 Any director (the "appointer") of the Company may from time to time appoint any other director of it or any other person to be an alternate director (the "appointee") as respects him or her.

41.2 The appointee may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors, or any committee of the directors, to one vote for every director whom he represents (and who is not present) in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present at the meeting.

41.3 The appointee, while he or she holds office as an alternate director, shall be entitled:

(a) to notice of meetings of the directors;

(b) to attend at such meetings as a director; and

(c) 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.

41.4 Any appointment under this section shall be effected by notice in writing given by the appointer to the Company.

41.5 Any appointment so made may be revoked at any time by the appointer or by a majority of the other directors or by the Company in general meeting.

41.6 Revocation of such an appointment by the appointer shall be effected by notice in writing given by
the appointer to the Company.

41.7 An appointee shall cease to be an alternate director:

(a) if his appointer ceases to be a director; or

(b) on the happening of any event which, if he were a director, would cause him to vacate his office as director; or

(c) if he resigns his office by notice in writing to the Company.

41.8 The application of section 165 of the Act shall be modified accordingly.

42 Minutes of Proceedings of Directors

42.1 The Company shall cause minutes to be entered in books kept for that purpose of:

(a) all appointments of officers made by its directors;

(b) the names of the directors present at each meeting of its directors and of any committee of the directors; and

(c) all resolutions and proceedings at all meetings of its directors and of committees of directors.

GENERAL MEETINGS AND RESOLUTIONS

43 Annual General Meeting

43.1 Subject to regulation 43.2 and 43.4, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings 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.

43.2 So long as the Company holds its first annual general meeting within 18 months after the date of its incorporation, it need not hold it in the year of its incorporation or in the following year.

43.3 The financial statements and report of the directors and the statutory auditors for a financial year shall be laid before a general meeting of the Company not later than nine months after the financial year end date.

43.4 If the Company is a single-member company, the Company need not hold an annual general meeting in any year where all the members entitled (at the date of the written resolution referred to in this regulation) to attend and vote at such general meeting sign, before the latest date for the holding of that meeting a written resolution:

43.4.1 acknowledging receipt of the financial statements that would have been laid before that meeting;

43.4.2 resolving all such matters as would have been resolved at that meeting; and

43.4.3 confirming no change is proposed in the appointment of the person (if any) who, at the date of the resolution, stands appointed as statutory auditor of the Company.

44 Location and Means for Holding General Meetings

44.1 An annual general meeting of the Company or an extraordinary general meeting of it may be held inside or outside of the State.

44.2 If the Company holds its annual general meeting or any extraordinary general meeting outside of the State then, 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 the Company's expense, all necessary arrangements to ensure that members can by technological means participate in any such meeting without leaving the State.

44.3 A meeting referred to in the foregoing regulations may be held in two or more venues (whetherinside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

45 Extraordinary General Meetings

45.1 The directors of the Company may, whenever they think fit, convene an extraordinary general meeting. If, at any time, there are not sufficient directors capable of acting to form a quorum, any director or any member of the Company 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.

45.2 One or more members of the Company holding, or together holding, at any time not less than 50 per cent of the paid up share capital of the Company as, at that time, carries the right of voting at general meetings of the Company may convene an extraordinary general meeting of the Company.

45.3 The directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the paid up share capital of the Company, as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

45.4 The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

45.5 If the directors do not within 21 days after the date of the deposit of the requisition proceed to convene a meeting to be held within two months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50 per cent of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months after the requisition date.

45.6 Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the directors as were in default.

45.7 For the purposes of regulations 45.3 to 45.6, the directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice of it as is required by section 181 of the Act.

45.8 A meeting convened under regulations 45.2 and 45.5 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

46 Persons entitled to Notice of General Meetings

46.1 Notice of every general meeting of the Company ("relevant notice") shall be given to:

46.1.1 every member;

46.1.2 the personal representative of a deceased member of the Company, which member would, but for his or her death, be entitled to vote at the meeting;

46.1.3 the assignee in bankruptcy of a bankrupt member of the Company (being a bankrupt member who is entitled to vote at the meeting); and

46.1.4 the directors and secretary of the Company.
46.2 Unless the Company is entitled to and has availed itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that . regard), the statutory auditors of the Company shall be entitled to:
46.2.1 attend any general meeting of the Company;
46.2.2 receive all notices of, and other communications relating to, any general meeting which any member of the Company is entitled to receive; and
46.2.3 be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as statutory auditors.
47 Notice of General Meetings
47.1 A meeting of the Company, other than an adjourned meeting, shall be called:
47.1.1 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;
47.1.2 in the case of any other extraordinary general meeting, by not less than 14 days' notice.
47.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in regulation 47.1, be deemed to have been duly called if it is so agreed by:
47.2.1 all the members entitled to attend and vote at the meeting; and
47.2.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company.
47.3 A resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority either:
47.3.1 together holding not less than 90 per cent in nominal value of the shares giving that right; or
47.3.2 together representing not less than 90 per cent of the total voting rights at that meeting of all the members.
47.4 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
47.5 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
47.6 The notice of a meeting shall specify:
(a) the place, the date and the time of the meeting;
(b) the general nature of the business to be transacted at the meeting;
(c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
(d) with reasonable prominence a statement that:
(i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in section 184 of the Act to attend, speak and vote instead of him or her;
(ii) a proxy need not be a member; and

(iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

47.7 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.

48 Quorum

48.1 No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.

48.2 Two members of the Company present in person or by proxy at a general meeting of it shall be a quorum.

48.3 In the case of 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.

48.4 If within 15 minutes after the time appointed for a general meeting a quorum is not present, then:

48.4.1 where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;

48.4.2 in any other case:

(a) 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

(b) 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.

49 Proxies

49.1 Subject to regulation 49.3, any 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.

49.2 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.

49.3 A member of the Company shall not be entitled to appoint more than one proxy to attend on the same occasion.

49.4 The instrument appointing a proxy (the "instrument of proxy") shall be in writing:

(a) under the hand of the appointer or of his or her attorney duly authorised in writing; or

(b) 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.

49.5 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 concerned 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 the 'appointed time' as defined in regulation 49.6.

49.6 The appointed time is:

(a) immediately before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll, immediately before the time appointed for the taking of the poll, and the application of section 183(6) of the Act shall be modified accordingly.

49.7 The depositing of the instrument of proxy referred to in regulation 49.5 may, rather than it being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means, and this regulation likewise applies to the depositing of anything else referred to in regulation 49.5.

49.8 If regulation 49.5 or regulation 49.6 is not complied with, the instrument of proxy shall not be treated as valid.

49.9 Subject to regulation 49.10, 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.

49.10 Regulation 49.9 does not apply if notice in writing of the occurrence of one of the events mentioned in that regulation is received by the Company concerned at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

49.11 Subject to regulation 49.12, if, for the purpose of any meeting of the Company, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the Company's expense to some only of the members entitled to be sent a notice of the meeting and to vote at it by proxy, any officer of the Company who knowingly and intentionally authorises or permits their issue in that manner shall be guilty of a category 3 offence.

49.12 An officer shall not be guilty of an offence under regulation 49.11 by reason only of the issue to a member, at his or her request in writing, of a form of appointment naming the proxy or of a list of persons willing to act as proxy if the form or list is available on request in writing to every member entitled to vote at the meeting by proxy.

50 Form of Proxy

50.1 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 appoints [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.

51 Representation of Bodies Corporate at Meetings of Companies

51.1 A body corporate may, if it is a member of the Company, by resolution of its directors or other governing body authorise such person (in this section referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.

51.2 A body corporate may, if it is a creditor (including a holder of debentures) of the Company, by resolution of its directors or other governing body authorise such person (in this section also referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of the Act or the provisions contained in any debenture or trust deed, as the case may be.

51.3 An authorised person shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual member of the Company, creditor or holder of debentures of the Company.

51.4 The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this section 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.

52 Proceedings at Meetings

52.1 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 within 15 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 chairperson of the meeting.

52.2 If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of the members present and entitled to vote to be chairperson of the meeting.

52.3 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.

52.4 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

52.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be give 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.

52.6 Unless a poll is demanded in accordance with section 189 of the Act, at any general meeting:

(a) a resolution put to the vote of the meeting shall be decided on a show of hands; and

(b) 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.

52.7 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 be entitled to a second or casting vote in addition to any other vote he or she may have.

52.8 The application of section 187 of the Act shall be modified accordingly.

53 Votes of Members

53.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares, where a matter is being decided:

(a) 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

(b) 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 or for each €15 of stock held by him or her, as the case may be.

53.2 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 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.

53.3 Each of the following:

(a) a member of unsound mind;

(b) a member who has made an enduring power of attorney;

(c) 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 a registered enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

53.4 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.

53.5 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.

53.6 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.

53.7 Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

53.8 The application of section 188 of the Act shall be modified accordingly.

54 Unanimous Written Resolutions

54.1 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 and if described as a special resolution shall be deemed to be a special resolution.

54.2 A resolution passed in accordance with regulation 54.1 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, the statement shall be prima facie evidence that it was signed by him or her on that date.

54.3 If a resolution passed in accordance with regulation 54.1 is not contemporaneously signed, the Company shall notify the members, within 21 days after the date of delivery to it of the documents referred to in regulation 54.4, of the fact that the resolution has been passed.

54.4 The signatories of a resolution passed in accordance with regulation 54.1 shall, within 14 days after the date of its passing, procure delivery to the Company of the documents constituting the written resolution; 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.

54.5 This regulation does not apply to a resolution to remove a director or a resolution to effect the removal of a statutory auditor from office, or so as not to continue him or her in office.

54.6 A resolution referred to in regulation 54.1 may be signed by electronic signature or advanced electronic signature.

55 Single-Member Companies — Absence of need to hold General Meetings

55.1 All the powers exercisable by the Company in general meeting under this Constitution or the Act or otherwise shall be exercisable, in the case of a single-member company, by the sole member without the need to hold a general meeting for that purpose.

55.2 Subject to regulation 55.3, any provision of this Constitution and the Act which enables or requires any matter to be done or to be decided by the Company in general meeting, or requires any matter to be decided by a resolution of the Company, shall be deemed to be satisfied, in the case of a single-member company, by a decision of the member which is drawn up in writing and notified to the Company in accordance with this regulation.

55.3 Regulation 55.1 shall not empower the sole member of a single-member company to exercise the powers to remove a statutory auditor from, or not continue a statutory auditor in, office without holding the requisite meeting provided for in the Act.

56 Minutes of Proceedings of Meetings of the Company

The Company shall, as soon as may be after their holding or passing, cause minutes of all proceedings of general meetings of it, and the terms of all resolutions of it, to be entered in books kept for that purpose. All such books kept by the Company in pursuance of this regulation shall be kept at the same place.

57 Service of Notices on Members

57.1 Any notice to be given, served, sent or delivered pursuant to this Constitution (save where it is to be given, served, sent or delivered by electronic means) shall be in writing.

57.2 A notice or document to be given, served, sent or delivered in pursuance of this Constitution may be given to, served on, sent or delivered to any member by the Company:

(a) by hand delivering it to the member or his authorised agent or where the member is a body corporate, to any officer of that body corporate;

(b) by leaving it at the registered address of the member;

(c) by sending it by post in a pre-paid letter addressed to the member at theregistered address of the member;

(d) by sending it by courier in a pre-paid letter addressed to the member at the registered address of the member;

(e) by sending it by means of electronic mail or facsimile or other means of electronic communication approved by the directors to the address of the member notified to the Company by the member for such purpose (or if not so notified, then to the address of the member last known to the Company).

57.3 Any notice served, given, sent or delivered in accordance with the foregoing regulations 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, given sent or delivered:

(a) in the case of hand delivery, at the time of delivery (or, if delivery is refused, when tendered);

(b) in the case of it being left, at the time that it is left;

(c) in the case of its being posted or couriered on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted or couriered:

(i) on a Friday - 72 hours after despatch; or

(ii) on a Saturday or Sunday - 48 hours after despatch;

(d) in the case of electronic means being used in relation to it, 12 hours after despatch.

COUNCIL REGULATION (EC) NO. 2157\2001 ON THE STATUTE FOR A EUROPEAN COMPANY (SE) AND EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED- LIABILITY COMPANY) REGULATIONS 2007.

Notice is hereby given pursuant to the above Regulation of the registration of Amrak Business SE Number 744456 (A Societas Europaea) at the Companies Registration Office, Dublin in the Republic of Ireland on 5 July 2023 and that the said Societas Europaea is registered with the number 744456 and in relation to the Societas Europaea as so registered the following particulars are given pursuant to the Regulations:

A. Amrak Business SE

B. Registration Number- 744456

C. Date and Place of Registration- 5 July 2023-Dublin ,Ireland

D. Registered Office- 69 Esker Wood Drive,Lucan, Dublin, K78PX45

E. Sector Activity-Financial Services

Registrar

AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
COMPANIES REGISTRATION OFFICE

SE6

Transfer of Societas Europaea (SE) registered office to ROI

Article 8 Council Regulation 2157/2001
Regulations 5 and 28 (European Communities)(European Public Limited-Liability Company)) Regulations 2007
Section 22(2)/24 Companies Act 2014

7522765

CRO receipt date stamp & barcode

Company number
(to be allocated by CRO on registration)

SE1836830

Tick box if bond is attached ☐
note eight

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

SE name
in full/note one

AMRAK BUSINESS SE

Proposed financial year end
note two

Day	Month	Year
31	12	2023

Current details

Registered number: 55354688

Date of registration: Day 28, Month 03, Year 2023

Registered office address:
KARPATSKE NAMESTIE 10A
831 06 BRATISLAVA - MESTSKA CAST RACA
SLOVAKIA

Name and address of registry:
OKRESNY SUD BRATISLAVA
ZAHRADNICKA 10, 831 01 BRATISLAVA

Presenter details
note six

Name	LUDOVIT MOCULENKO	
Address	TOPOLCIANSKA 19	
	04011 KOSICE, SLOVAK REPUBLIC	
Telephone number	00421944669022	Fax number
Email	europetransferbusiness@gmail.com	Contact Person
DX number/Exchange		Reference number

Registered office

Proposed address in ROI *note three*

69 ESKER WOOD DRIVE
LUCAN

Postcode K78 PX45

☐ *Please tick box if the registered office address is that of a Registered Office Agent (ROA).*
The company's registered office is in the care of a specified agent, being an agent who has an office in the State and who is approved by the Registrar for this purpose.

Registered Office Agent Company Name:

Registered Office Agent Company Number:

Company email address

Please nominate an email address. The certificate of incorporation will issue to this email address in electronic format. This is required information.

europetransferbusiness@gmail.com

Statutes *delivered by an agent*

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

☐ Name
Address

Secretary details

Please give details below of the person who has consented in writing to become secretary.

Surname: MICHAL
Forename *note four*: FEC

Former surname:
Former forename *note five*:

Date of birth: Day 19 Month 11 Year 1990

Number of Body Corporate (if applicable)

Body Corporate Name (if applicable)

Residential address or registered office (as applicable) *note four*:
VYSNA OLSAVA 39
SVIDNIK
SLOVAK REPUBLIC

Postcode: 089 01

Register *note four* *(body corporate only)*

Consent: I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

Date: 25.05.2023

Director details
including shadow/ alternate directors

Please give details below of the persons who have consented in writing to become directors. *note seven*

Surname	JAN	Former surname	
Forename *note four*	BZIK	Former forename *note five*	

Date of birth: Day 16 Month 08 Year 1984

Residential address *note four*
LADOMIROVA 53
LADOMIROVA
SLOVAK REPUBLIC

Postcode: 090 03 ☑ EEA resident *note eight*

Business occupation: MANAGER Nationality: SLOVAK

Alternate director *note nine* ☐ Full director appointing alternate director *note nine*

Other directorships

Company/SE *note ten*	Place of incorporation	Company number

Consent: I hereby consent to act as director of the aforementioned SE and I acknowledge that as director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature: Date: 25.05.2023

Surname	TOMAS	Former surname	
Forename *note four*	BZIK	Former forename *note five*	

Date of birth: Day 24 Month 01 Year 1986

Residential address *note four*
LADOMIROVA 53
LADOMIROVA
SLOVAK REPUBLIC

Postcode: 090 03 ☑ EEA resident *note eight*

Business occupation: Nationality: SLOVAK

Alternate director *note nine* ☐ Full director appointing alternate director *note nine*

Other directorships

Company/SE *note ten*	Place of incorporation	Company number
BM Marketing sro	SLOVAK REPUBLIC	51 686 422

Consent: I hereby consent to act as director of the aforementioned SE and I acknowledge that as director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature: Date: 25.05.2023

Attached documents
note eleven

Please confirm that *both* the following documents are attached to this form:

☑ Copy of statutes of SE

☑ Certificate by old registration authority attesting to the completion of the acts and formalities to be completed before the transfer.

Statutes
delivered by an agent

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

☐

Name
Address

Balance sheet

Date of last balance sheet *if applicable*

Day	Month	Year

Subscribers to statutes
note twelve

Signature(s)	Subscriber	Agent	Date
	Tick one box only		
	☑	☐	25.05.2023
	☑	☐	25.05.2023
	☐	☐	
	☐	☐	
	☐	☐	
	☐	☐	
	☐	☐	

SE capital statement
note thirteen

Total value authorised shares: €/ 120000

Total number authorised shares: 100

made up as follows:

Class of authorised shares	Number in each class	Value per share €/
ORDINARY	100	1200

Total value issued shares: €/ 120000

Total number issued shares: 100

made up as follows:

Class of shares issued	Number in each class	Consideration for each share *note fourteen*
ORDINARY	100	CASH

Declaration of compliance

note fifteen

I
name in bold capitals

JAN BZIK

of
residential address

LADOMIROVA 53
090 03 LADOMIROVA, SLOVAK REPUBLIC

do solemnly and sincerely declare that I am a *note eleven*

- [x] Director
- [ ] Secretary
- [ ] Lawyer engaged in the transfer of the registered office *note sixteen*

and that all the requirements of the Companies Act in respect of the registration of the said SE, and of matters precedent and incidental thereto have been complied with and that Form SE6 has been completed in accordance with the Notes on Completion of Form SE6.

I further declare that this form has been fully and accurately completed.

Signature of declarant *name as at top of page*

This 25 day of June 20 23

MINISTRY OF JUSTICE OF THE SLOVAK REPUBLIC

BUSINESS REGISTER
ON INTERNET

Slovensky | English

Extract from the Business Register of the City Court Bratislava III
This extract has only indicative character and is not applicable for legal acts!

Section : Po

Insert No.: 8888/B

Business name:	AMRAK BUSINESS SE	(from: 03/28/2023)
Registered seat:	Karpatské námestie 10A Bratislava - mestská časť Rača 831 06	(from: 03/28/2023)
Identification number (IČO):	55 354 688	(from: 03/28/2023)
Date of entry:	03/28/2023	(from: 03/28/2023)
Legal form:	Societas Europaea	(from: 03/28/2023)
Objects of the company:	Prenájom nehnuteľností, bytových a nebytových priestorov bez poskytovania iných než základných služieb spojených s prenájmom	(from: 03/28/2023)
Management body:	Managing board	(from: 03/28/2023)
	Ján Bzik - Chairman of the Board of Directors Ladomirová 53 Ladomirová 090 03 From: 04/11/2023	(from: 04/20/2023)
Acting:	Predstavenstvo koná v mene spoločnosti tak, že navonok za neho koná v mene spoločnosti jediný člen predstavenstva samostatne	(from: 04/20/2023)
Capital:	120 000 EUR Paid up: 120 000 EUR	(from: 03/28/2023)
Shares:	Number of shares: 10 Type: kmeňové Form: listinné Form: akcie na meno Nominal value: 12 000 EUR Limitation of transferability of registered shares: Prevoditeľnosť akcií na meno nie je obmedzená.	(from: 03/28/2023)
Date of updating data in databases:	06/22/2023	
Date of extract :	06/26/2023	

Searching by : business name | identification number
registered seat | registration number | name of a person

Ing. Dagmar PRIVIDI
PREKLADATEĽ
slovenský - anglický - nemecký
jazyk:

Preklad som vypracovala (overila) ako prekladateľka zapísaná v zozname znalcov, tlmočníkov a prekladateľov, ktorý vedie Ministerstvo spravodlivosti Slovenskej republiky v odbore jazyk slovenský, anglický a nemecký, evidenčné číslo prekladateľa 970597. Preklad v denníku je zapísaný pod číslom...1121/2023 Preklad súhlasí s prekladanou listinou.
Som si vedomá následkov vedome nepravdivého prekladu.

I have executed (verified) the translation as a translator registered in the List of Experts, Interpreters and Translators of the Ministry of Justice of the Slovak Republic in the field Slovak, English and German language, translator registration number 970597.
The translation is registered in the translator's diary under the number ..1121/2023
The translation corresponds with the translated document.
I am aware of consequences of intentionally untrue translation.

Ing. Dagmar PRIVIDI
PREKLADATEĽ
jazyk:
slovenský - anglický - nemecký

Úradný preklad
Svorn Translation

// *Predmet prekladu / Object of the Translation: NOTÁRSKA ZÁPISNICA*
NOTARIAL DEED

2/ *Zadávateľ / Order party:* ***AMRAK BUSINESS SE, SR***

3/ *Číslo prekladu / Translation reg. No,: 332/2023*

4/ *Úradný prekladateľ / Sworn translator: Ing. Dagmar Prividi, Komenského 15, Košice*

5/ *Translation from (language): Slovak / Jazyk prekladanej listiny: slovenský/Slovak*

6/ *Translation into(language): English / Jazyk preloženej listiny: anglický/English*

7/ *Počet strán prekladanej listiny/No.of pages of original document: 5*

8/ *Počet preloženej listiny / No. of pages of translated document: 5*

9/ *Počet vyhotovení / No. of copies: 1*

10/ *Miesto, dátum vyhotovenia / Place and date of issue: Košice, 15.06.2023*

Nz 15374/2023
NCRls 15882/2023

Notárska zápisnica

napísaná a podpísaná dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsať tri) v notárskej kancelárii notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, mnou notárkou Mgr. Andreou Karasovou ----------

---

—Dnešného dňa sa dostavil o 13:45 hod. (slovom trinástej hodine štyridsiatej piatej minúte) do Notárskeho úradu účastník právneho úkonu: ----------

—obchodná spoločnosť **AMRAK BUSINESS SE**, IČO: 55 354 688, sídlo: Karpatské námestie 10A, 831 06 Bratislava – mestská časť Rača, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Bratislava I., Oddiel: Po, Vložka číslo 8888/B, predseda predstavenstva: Ján Bzik, nar. 16.08.1984, r.č. 840816/9517, trvalo bytom 090 03 Ladomirová 53, Slovenská republika, občan: Slovenská republika, ktorej osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: cestovný pas č. BC9705966----------

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existencia právnickej osoby ako aj oprávnenie konať v jej mene boli preukázané výpisom z Obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsať tri).

—Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 64 a nasl. zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) v znení neskorších právnych predpisov do tejto notárskej zápisnice spísala nasledovné:----------

---

---------- Osvedčenie ----------

---------- pri premiestnení sídla obchodnej spoločnosti do zahraničia----------

---

—Ja, Mgr. Andrea Karasová, notár, so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, podľa ustanovení článku Čl. 8 ods. 2 nariadenia Rady (ES) č. 2157/2001 o statuse európskej spoločnosti a podľa ustanovení zákona č. 562/2004 Z. z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov pre účely vydania osvedčenia pri premiestnení zapísaného sídla európskej spoločnosti, obchodnej spoločnosť **AMRAK BUSINESS SE**, IČO: 55 354 688, sídlo: Karpatské námestie 10A, 831 06 Bratislava – mestská časť Rača, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Bratislava I., Oddiel: Po, Vložka číslo 8888/B, ďalej aj ako **„Spoločnosť"**, zo Slovenskej republiky do Írskej republiky, osvedčuje, že mi boli predložené tieto dokumenty: ----------

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- výpisu z Obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsať tri),----------
- rozhodnutie jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsať tri), ktorým bolo rozhodnuté o premiestnení zapísaného sídla do zahraničia a došlo k schváleniu projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia, ----------
- projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia spolu s úplným znením stanov po premiestnení sídla (ďalej len ako „projekt"), ----------
- oznámenie z obchodného vestníka č. 66/2023 zo dňa 04.04.2023 (slovom štvrtého apríla roku dvetisícdvadsať tri), že došlo k zverejneniu projektu a uloženiu do Zbierky listín dňa

28.03.2023 (slovom dvadsiateho ôsmeho marca roku dvetisícdvadsaťtri),----------

- správa vysvetľujúca a odôvodňujúca právne a ekonomické aspekty premiestnenia sídla spoločnosti zo 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsaťtri),----------
- potvrdenie Okresného súdu Bratislava I zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) o tom, že na majetok Spoločnosti od 01.01.2006 (slovom prvého januára roku dvetisícšesť) do 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) na Okresnom súde Bratislava I nebol podaný návrh na začatie konkurzného konania, nebolo začaté konkurzné konanie, nebol vyhlásený konkurz na majetok, nebolo zastavené konkurzné konanie pre nedostatok majetku, nebol zrušený konkurz pre nedostatok majetku, nebol podaný návrh na povolenie reštrukturalizácie, nebolo začaté reštrukturalizačné konanie, nebola povolená reštrukturalizácia, spoločnosť nie je v reštrukturalizácii. ----------
- výpis z registra trestov spoločnosti AMRAK BUSINESS SE zo dňa 18.05.2023, ----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že spoločnosť má jediného akcionára, nemá žiadnych zamestnancov a nemá žiadnych veriteľov, nepoberá žiadne dotácie,----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že nemá vedomosť o tom, že by niekto podal návrh na vyslovenie neplatnosti rozhodnutia jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsaťtri),----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, o tom že všetky dokumenty a listiny podľa zákonných ustanovení boli voľne dostupné k nahliadnutiu akcionára v sídle spoločnosti, pričom bol zároveň upozornený, že do týchto dokumentov môže nahliadať a robiť si z nich potrebné výpisky, odpisy, ----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že v zmysle platnej právnej úpravy nie je potrebné k premiestneniu sídla spoločnosti doložiť žiadne právoplatné a vykonateľné rozhodnutie orgánov verejnej moci, či orgánov Európskeho spoločenstva. ----------

---

--- Ja, Mgr. Andrea Karasová, notár so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, pre účely premiestnenia sídla obchodnej spoločnosti **AMRAK BUSINESS SE**, IČO: 55 354 688, sídlo: Karpatské námestie 10A, 831 06 Bratislava – mestská časť Rača, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Bratislava I., Oddiel: Po, Vložka číslo 8888/B, do Írskej republiky, na základe vyššie uvedených skutočností a predložených listín týmto osvedčujem, že Spoločnosť splnila, v súlade s právnom úpravou, formálne požiadavky a vykonala právne úkony potrebné k cezhraničnému premiestneniu sídla európskej spoločnosti.----------

---

--- Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) bol informovaný o výške odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred začatím úkonu právnej služby. ----------

---

--- Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov. ----------

---

--- Vyhlásenie účastníka vykonané do notárskej zápisnice neodporuje zákonu, zákon neobchádza a neprieči sa dobrým mravom. ----------

---

--- Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice.----------

---

---O tom som túto notársku zápisnicu napísala, prítomnému účastníkovi prečítala a vysvetlila, na čo ju tento ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal. ----------

---------- V Trenčíne, dňa 06.06.2023 ----------

AMRAK BUSINESS SE v z. Ján Bzik v.r. ----------

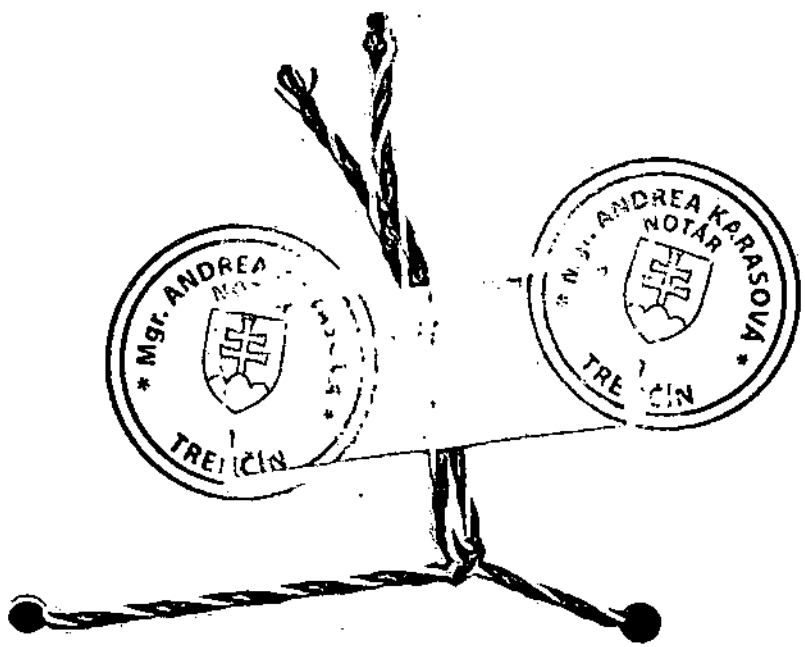
Karasová - notár v.r. ----------

okrúhla pečiatka ----------

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z troch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 85/2023, NZ 15374/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 15882/2023.----

---------- v Trenčíne dňa 06.06.2023 ----------

Mgr. ANDREA KARASOVÁ NOTÁR TRENČÍN 1


Mgr. ANDREA
TRENČÍN
Mgr. ANDREA KARASOVÁ
NOTÁR
TRENČÍN

Nz 15374/2023
NCRIs 15882/2023

Notarial deed

written and signed on 06.06.2023 (in words, on the sixth day of June in the year two thousand and twenty-three) in the notary's office of the notarial society of Zuzana Karasova and Andrea Karasova, with the registered office at Piaristická 44, 911 01 Trenčín, by me as notary Mgr. Andrea Karasova---

---

--- on today's date, at 13:45 (in words, thirteenth hour forty-five minutes), appeared at the Notary's Office participant: ----------

-the trading company **AMRAK BUSINESS SE**, company registration number: 55 354 688, registered office: Karpatské námestie 10A, 831 06 Bratislava the municipal district Rača, Slovak Republic, at that time registered in the Commercial Register of the District Court of Bratislava I, Section: Po, Insert No.: 8888/B, the Chairman of the Board of Directors: Ján Bzík born on 16.8.1984, Pers. Ident. No.: 840816/9517, permanently resident 090 03 Ladomirová 53, Slovak Republic, citizen: Slovak Republic whose personal identity has been legally established from a valid identity document: passport No. BC9705966----------

---

the existence of the legal entity as well as the authorization to act on its behalf were proved by an extract from the Commercial Register dated 31.05.2023 (in words, the thirty-first day of May in the year two thousand and twenty-three).

----The participant, having declared that he has full legal capacity, has asked me to write the following into this notarial deed in accordance with the provisions of §64 et seq. of Act No. 323/1992 Coll. on Notaries and Notarial Activities (Notarial Act), as amended by later legislation the follow: ----------

---

---------- **Certificate** ----------

----------**for the transfer of the registered office of the company abroad**----------

---

---Me, Mgr. Andrea Karasová, notary, with the seat of the Notary Office in Trenčín, Piaristická 7414/44, pursuant to the provisions of Article 8 sec. 2 of Council Regulation (EC) No. 2157/2001 on the Statute for a European Company and pursuant to the provisions of Act No. 562/2004 Coll. on the European Company and on Amendments and Additions to Certain Acts for the purpose of issuing a certificate for the relocation of the registered office of a European company, to the trading company **AMRAK BUSINESS SE**, company registration No.: 55 354 688, registered office: Karpatské námestie 10A, 83106 Bratislava- the municipal district Rača, the Slovak Republic, at that time registered in the Commercial Register of the District Court of Bratislava I, Section: Po, Insert No.: 8888/B, hereinafter also referred to as "the Company", from the Slovak Republic to the Republic of Ireland, certifies that the following documents have been submitted to me: ----------

---

- an extract from the Commercial Register dated 31.05.2023 ((in words, on the thirty-first day of May in the year two thousand and twenty-three), ----------

the resolution of the sole shareholder exercising the powers of the General Meeting dated 06.06.2023 (in words, the sixth day of June two thousand and twenty-three), by which it was resolved to transfer the registered office abroad and the project of transferring the registered office of the European company abroad was approved, ----------

- the project for the transfer abroad of the registered office of the European company, together with the full text of the statutes after the transfer of the registered office (hereinafter referred to as 'the project) ----------

- a notice from the Commercial bulletin No. 66/2023 dated 04.04.2023 (in words, he fourth day of April two thousand and twenty-three) that the Project was published and deposited in the Register of Deeds on

28.03.2023 (in words, the twenty-eighth day of March two thousand and twenty-three) ----------

-report explaining and justifying the legal and economic aspects of the relocation of the company's registered office dated 06.06.2023 (in words, the sixth day of June two thousand and twenty-three)-
-confirmation of the District Court of Bratislava I dated 31.05.2023 (in words, the thirty-first day of May in the year two thousand and twenty-three) to the effect that on the Company's property from 01.01.2006 (in words, the first day of January in the year two thousand and six) to 31.05.2023 (in words, the thirty-first day of May in the year two thousand and twenty-three) on the District Court of Bratislava I no petition for initiation of bankruptcy proceedings has been filed, no bankruptcy proceedings have been initiated, no bankruptcy proceedings have been declared on the property, no bankruptcy proceedings have been discontinued due to lack of property, no bankruptcy proceedings have been cancelled due to lack of property, no petition for authorisation of restructuring has been filed, no restructuring proceedings have been initiated, no restructuring has been authorised, the Company has not been restructured. ----------
- extract from the criminal record of AMRAK BUSINESS SE, dated 18.05.2023----------
- written declarations by the chairman of the company's board of directors that the company has a sole shareholder, has no employees and no creditors, receives no subsidies, ----------
- written declarations of the Chairman of the Board of Directors of the company that he is not aware of any petition for annulment of the resolution of the sole shareholder exercising the powers of the General Meeting of Shareholders dated 06.06.2023 (in words, the sixth day of June two thousand and twenty-three)----------
- written declarations by the Chairman of the Board of Directors of the Company that all documents and deeds as per the statutory provisions were freely available for inspection by the shareholder at the registered office of the Company, and he was also informed that he may inspect such documents and make necessary extracts, copies thereof, ----------
- written declarations by the chairman of the company's board of directors to the effect that, in accordance with the legislation in force, no final and enforceable decision of public authorities or European Community bodies is required for the relocation of the company's registered office.----------
---

- Me, Mgr. Andrea Karasová, Notary Public with registered office in Trenčín, Piaristická 7414/44, for the purpose of relocation of the registered office of the company **AMRAK BUSINESS SE**, ID No. of company: 55 354 688, registered office: Karpatské námestie 10A, 83106 Bratislava- the municipal district Rača, Slovak Republic, at that time registered in the Commercial Register of the District Court of Bratislava I, Section: Po, Insert No.: 8888/B, to the Republic of Ireland, on the basis of the above facts and the submitted documents, I hereby certify that the Company has, in accordance with the

legislation, fulfilled the formal requirements and performed the legal acts necessary for the cross-border transfer of the registered office of the European company.----------

---

- The Participant declares that, in accordance with § 95 of Act No. 323/1992 Coll. on Notaries and Notarial Activities (Notarial Code), he has been informed of the amount of the notary's fee for the provision of the legal service - the drawing up of this notarial deed prior to the commencement of the act of legal service.----------

---

-The participant in the legal transaction hereby declares that he agrees to the fact that the notary corrects the detected clerical or calculation error or other obvious inaccuracy by a clause under the finished text of this notarial deed within the meaning of § 43 sec.2 of the Act on Notarial Acts of the Republic of Lithuania. 323/1992 Coll. as amended.----------

---

- The statement made by the party in the notarial deed does not contradict the law, does not circumvent the law and does not contravene good morals. ----------

---

- The participant of this legal act hereby declares that he/she takes note of the notification of Andrea Karasova, notary based in Trenčín, about the amount of the insured coverage and the insurance company where the notary is insured for damages in connection with the execution of this notarial deed. ----------

---

-I have written this notarial deed, read and explained it to the participant present, whereupon the latter has approved it as complete and correct and has signed it in his own handwriting as a token of his agreement with its contents.

----------In Trenčín, on 06.06.2023----------

AMRAK BUSINESS SE on behalf of Ján Bzík handwriting ----------
Karasová - notary handwriting ----------
round stamp ----------

I certify that this certified copy of the notarial deed, consisting of three pages, which I am issuing, fully corresponds to the original thereof deposited in the Collection of Notarial Minutes at the Notary Office of Mgr. Andrea Karasova, Notary Public based in Trenčín, under file No. N 85/2023, NZ 15374/2023 and registered in the Notarial Central Register of Deeds under No. NCRIs 15882/2023

---------- in Trenčín on 06.06.2023----------

Round stamp with the state symbol of the Slovak Republic and the text :
Mgr. Andrea Karasová*Notary* Trenčín *1* /illegible signature/

Strana prvá----------N 84/2023
Nz 15373/2023
NCRls 15864/2023

Notárska zápisnica

napísaná a podpísaná dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsaťtri) v notárskej kancelárií notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, notárkou Mgr. Andreou Karasovou ----------

---

—Dnešného dňa sa dostavil o 13:30 hod. (slovom trinástej hodine a tridsiatej minúte) do Notárskeho úradu účastník:----------

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--- Ján Bzik, nar. 16.08.1984, r.č. 840816/9517, trvalo bytom 090 03 Ladomirová 53, Slovenská republika, občan: Slovenská republika, ktorého osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: cestovný pas č. BC9705966 ako jediný akcionár európskej spoločnosti **AMRAK BUSINESS SE**, IČO: 55 354 688, sídlo: Karpatské námestie 10A, 831 06 Bratislava – mestská časť Rača, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Bratislava I., Oddiel: Po, Vložka číslo 8888/B, (ďalej len „**Spoločnosť**"), ktorého existencia právnickej osoby bola zistená výpisom z Obchodného registra na právne účely zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri).----------

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---Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 46 Notárskeho poriadku do tejto notárskej zápisnice pojala nasledovné:-

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----------**Rozhodnutie jediného akcionára európskej spoločnosti** ----------
---------- **AMRAK BUSINESS SE** ----------
----------pri výkone pôsobnosti mimoriadneho valného zhromaždenia----------
----------podľa ust. § 190 ods. 1 Obchodného zákonníka ----------
----------(zákon č. 513/1991 Zb. v znení neskorších zmien a doplnení)----------

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I. Prítomný účastník Ján Bzik (gen. ako hore) predložil výpisu z obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) a vyhlásil, že výpis nie je úplný a správny. Medzičasom došlo k prevodu akcií Spoločnosti a na základe čestného prehlásia predsedu predstavenstva Jána Bzika (gen. ako hore) zo dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsaťtri), jediným akcionárom Spoločnosti je Ján Bzik, nar. 16.08.1984, r.č. 840816/9517, trvalo bytom 090 03 Ladomirová 53, Slovenská republika, občan: Slovenská republika, majiteľ a držiteľ kmeňových listinných akcií na meno v počte 10 (slovom desať) kusov, v menovitej hodnote akcie 12 000,-€ (slovom dvanásťtisíc eur), t.j. je jediným akcionárom Spoločnosti, ktorého účasť na jej základnom imaní vo výške 120 000,- Eur (jednostodvadsaťtisíc eur a nula eurocentov) predstavuje 100% (slovom jednosto percent).

II. Prítomný účastník Ján Bzik (gen. ako hore) Jediný akcionár Spoločnosti, vykonávajúci v zmysle §190 ods. 1, zákona č. 513/1991 Zb., Obchodného zákonníka pôsobnosť valného zhromaždenia Spoločnosti, dnešného dňa prijal toto rozhodnutie:----------

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Strana druhá ----------N 84/2023
Rozhodnutie č. 1/2023 ----------

---Jediný akcionár Spoločnosti rozhodol o premiestnení sídla európskej spoločnosti do zahraničia, konkrétne do Írskej republiky, pričom jej novým sídlom bude adresa: 69 Esker Wood Drive Lucan K 78 PX45, Írska republika. ----------
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---Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti bol oboznámený s výškou odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred poskytnutím služby. ----------
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---Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov. ----------
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---Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice. --
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---O tomto som notársku zápisnicu spísala, účastník si ju prečítal, na čo ju ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal.----------
---
---------- V Trenčíne, dňa 06.06.2023 ----------
AMRAK BUSINESS SE v z. Bzik v.r.----------
Karasová - notár v.r. ----------
okrúhla pečiatka ----------
Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z dvoch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 84/2023, 15373/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 15864/2023.
---------- v Trenčíne dňa 06.06.2023 ----------

Mgr. ANDREA KARASOVÁ NOTÁR TRENČÍN 1

Nz 15373/2023

NCRIs 15864/2023

Notarial deed

written and signed on 06.06.2023 (in words, on the sixth day of June in the year two thousand and twenty-three) in the notary's office of the notarial society of Zuzana Karasova and Andrea Karasova, with the registered office at Piaristická 44, 911 01 Trenčín, by notary Mgr. Andrea Karasova---
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--- on today's date, at 13:30 (in words, thirteenth hour thirty minutes), appeared at the Notary's Office participant:----------
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- Ján Bzík, born 16.8.1984, Pers. Ident. No.: 840816/9517, residing 090 03 Ladomírova 53, Slovak Republic, citizen: Slovak Republic, whose personal identity has been legally established from a valid identity document: passport No. BC9705966 as the sole shareholder of the European company **AMRAK BUSINESS SE**, ID No.: 55 354 688, registered office: Karpatské námestie 10A, 83106 Bratislava- the municipal district Rača, Slovak Republic, at that time registered in the Commercial Register of the District Court of Bartislava I, Section: Po, Insert No. 8888/B, (hereinafter referred to as the "Company"), which the existence of legal entity was established by an extract from the Commercial Register for legal purposes dated 31.05.2023 (in words, on the thirty-first day of May in the year two thousand and twenty-three). ----------
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-The participant, after declaring that he has full legal capacity, has requested me to include the following in this notarial deed in accordance with the provisions of § 46 of the Notarial Code:----------

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----------**Resolution of the sole shareholder of the European company** ----------
----------**AMRAK BUSINESS SE**----------
----------in the exercise of the powers of the Extraordinary General Meeting----------
----------pursuant to Section 190 (1) of the Commercial Code ----------
---------- (Act No. 513/1991 Coll., as amended) ----------

I. The present participant Ján Bzík (as above) submitted an extract from the Commercial Register dated 31.05.2023 (in words, the thirty-first day of May in the year two thousand and twenty-three) and declared that the extract is not complete and correct. In the meantime, the shares of the Company have been transferred and, pursuant to the affidavit of the Chairman of the Board of Directors, Jána Bzíka (as above), dated 06.06.2023 (in words, the sixth day of June in the year two thousand and twenty-three), the sole shareholder of the Company is Ján Bzík, born on 16.08.1984, Pers. Ident. No.: 840816/9517, permanently resident 090 03 Ladomírova 53, Slovak Republic, citizen: Slovak Republic, owner and holder of ordinary registered shares in the number of 10 (in word ten) pieces, in the nominal value of the share 12 000,-€ (in word twelve thousand euro), i.e. he is the sole shareholder of the Company, whose participation in the Company's share capital of EUR 120 000,- Eur (twenty-one thousand euros and zero euro cents) represents 100% (in words one percent). ----------
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II. Present participant Ján Bzík (as above) The sole shareholder of the Company, exercising the powers of the General Meeting of the Company pursuant to §190(1) of Act No. 513/1991 Coll., the Commercial Code, has adopted the following decision today: ----------

The sole shareholder of the Company has resolved to relocate the Company's European registered office abroad, namely to the Republic of Ireland, with its new registered office to be located at 69 Esker Wood Drive Lucan K 78 PX45, Republic of Ireland. ----------
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---The participant declares that, in accordance with §95 of Act No. 323/1992 Coll. on Notaries and Notarial Activities, he has been informed of the amount of the notary's remuneration for the provision of the legal service of drawing up this notarial deed prior to the provision of the service.----------
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- The participant of the legal act hereby declares that he agrees to the fact that the notary corrects the detected writing, counting or other obvious incorrectness by a clause under the finished text of this notarial deed within the meaning of § 43 paragraph 2 of the Act on Notarial Deeds, as amended by the Act on Notarial Deeds 323/1992 Coll. as amended.----------
---

-The participant of this deed hereby declares that he takes note of the notification of Mgr. Andrea Karasova, notary public based in Trenčín, of the amount of the insured coverage and of the insurance company with which the notary is insured against damages in connection with the execution of this notarial deed. - ----------
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-I have drawn up the notarial deed about this, the participant has read it, and has approved it as complete and correct and signed it in his own handwriting as a token of his agreement with its contents.----------
---

---------- In Trenčín, on 06.06.2023 ----------

AMRAK BUSINESS SE on behalf of Bzík handwriting----------

Karasová - notary handwriting----------

I certify that this certified copy of the notarial deed, consisting of three pages, which I am issuing, fully identical with the original thereof deposited in the Collection of Notarial Deeds at the Notary Office of Mgr. Andrea Karasova, Notary Public based in Trenčín, under file No. N 84/2023, 15373/2023 and registered in the Notarial Central Register of Deeds under No. NCRIs 15864/2023
---------- In Trenčín on 06.06.2023----------

Round stamp with the state symbol of the Slovak Republic and the text :
Mgr. Andrea Karasová*Notary* Trenčín *1* /illegible signature/

Nz 15374/2023
NCRls 15882/2023

Notárska zápisnica

napísaná a podpísaná dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsať tri) v notárskej kancelárií notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, mnou notárkou Mgr. Andreou Karasovou ----------

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—Dnešného dňa sa dostavil o 13:45 hod. (slovom trinástej hodine štyridsiatej piatej minúte) do Notárskeho úradu účastník právneho úkonu: ----------

—obchodná spoločnosť **AMRAK BUSINESS SE**, IČO: 55 354 688, sídlo: Karpatské námestie 10A, 831 06 Bratislava – mestská časť Rača, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Bratislava I., Oddiel: Po, Vložka číslo 8888/B, predseda predstavenstva: Ján Bzik, nar. 16.08.1984, r.č. 840816/9517, trvalo bytom 090 03 Ladomirová 53, Slovenská republika, občan: Slovenská republika, ktorej osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: cestovný pas č. BC9705966 ----------

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existencia právnickej osoby ako aj oprávnenie konať v jej mene boli preukázané výpisom z Obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsať tri).

—Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 64 a nasl. zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) v znení neskorších právnych predpisov do tejto notárskej zápisnice spísala nasledovné:---------- -----

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---------- Osvedčenie ----------

---------- pri premiestnení sídla obchodnej spoločnosti do zahraničia----------

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—Ja, Mgr. Andrea Karasová, notár, so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, podľa ustanovení článku Čl. 8 ods. 2 nariadenia Rady (ES) č. 2157/2001 o statuse európskej spoločnosti a podľa ustanovení zákona č. 562/2004 Z. z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov pre účely vydania osvedčenia pri premiestnení zapísaného sídla európskej spoločnosti, obchodnej spoločnosť **AMRAK BUSINESS SE**, IČO: 55 354 688, sídlo: Karpatské námestie 10A, 831 06 Bratislava – mestská časť Rača, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Bratislava I., Oddiel: Po, Vložka číslo 8888/B, ďalej aj ako **„Spoločnosť"**, zo Slovenskej republiky do Írskej republiky, osvedčuje, že mi boli predložené tieto dokumenty: ----------

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- výpisu z Obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsať tri),----------
- rozhodnutie jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsať tri), ktorým bolo rozhodnuté o premiestnení zapísaného sídla do zahraničia a došlo k schváleniu projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia, ----------
- projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia spolu s úplným znením stanov po premiestnení sídla (ďalej len ako „projekt"), ----------
- oznámenie z obchodného vestníka č. 66/2023 zo dňa 04.04.2023 (slovom štvrtého apríla roku dvetisícdvadsať tri), že došlo k zverejneniu projektu a uloženiu do Zbierky listín dňa

28.03.2023 (slovom dvadsiateho ôsmeho marca roku dvetisícdvadsaťtri),----------

- správa vysvetľujúca a odôvodňujúca právne a ekonomické aspekty premiestnenia sídla spoločnosti zo 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsaťtri),----------
- potvrdenie Okresného súdu Bratislava I zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) o tom, že na majetok Spoločnosti od 01.01.2006 (slovom prvého januára roku dvetisícšesť) do 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) na Okresnom súde Bratislava I nebol podaný návrh na začatie konkurzného konania, nebolo začaté konkurzné konanie, nebol vyhlásený konkurz na majetok, nebolo zastavené konkurzné konanie pre nedostatok majetku, nebol zrušený konkurz pre nedostatok majetku, nebol podaný návrh na povolenie reštrukturalizácie, nebolo začaté reštrukturalizačné konanie, nebola povolená reštrukturalizácia, spoločnosť nie je v reštrukturalizácii. ----------
- výpis z registra trestov spoločnosti AMRAK BUSINESS SE zo dňa 18.05.2023, ----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že spoločnosť má jediného akcionára, nemá žiadnych zamestnancov a nemá žiadnych veriteľov, nepoberá žiadne dotácie,----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že nemá vedomosť o tom, že by niekto podal návrh na vyslovenie neplatnosti rozhodnutia jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsaťtri),----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, o tom že všetky dokumenty a listiny podľa zákonných ustanovení boli voľne dostupné k nahliadnutiu akcionára v sídle spoločnosti, pričom bol zároveň upozornený, že do týchto dokumentov môže nahliadať a robiť si z nich potrebné výpisky, odpisy, ----------
- písomné prehlásenia predsedu predstavenstva spoločnosti, že v zmysle platnej právnej úpravy nie je potrebné k premiestneniu sídla spoločnosti doložiť žiadne právoplatné a vykonateľné rozhodnutie orgánov verejnej moci, či orgánov Európskeho spoločenstva. ----------

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--- Ja, Mgr. Andrea Karasová, notár so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, pre účely premiestnenia sídla obchodnej spoločnosti **AMRAK BUSINESS SE**, IČO: 55 354 688, sídlo: Karpatské námestie 10A, 831 06 Bratislava – mestská časť Rača, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Bratislava I., Oddiel: Po, Vložka číslo 8888/B, do Írskej republiky, na základe vyššie uvedených skutočností a predložených listín týmto osvedčujem, že Spoločnosť splnila, v súlade s právnom úpravou, formálne požiadavky a vykonala právne úkony potrebné k cezhraničnému premiestneniu sídla európskej spoločnosti.----------

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--- Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) bol informovaný o výške odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred začatím úkonu právnej služby. ----------

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--- Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov.----------

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--- Vyhlásenie účastníka vykonané do notárskej zápisnice neodporuje zákonu, zákon neobchádza a neprieči sa dobrým mravom. ----------

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--- Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice.----------

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---O tom som túto notársku zápisnicu napísala, prítomnému účastníkovi prečítala a vysvetlila, na čo ju tento ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal. ----------

---------- V Trenčíne, dňa 06.06.2023 ----------

AMRAK BUSINESS SE v z. Ján Bzik v.r. ----------

Karasová - notár v.r. ----------

okrúhla pečiatka ----------

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z troch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 85/2023, NZ 15374/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 15882/2023. ----

---------- v Trenčíne dňa 06.06.2023 ----------

Mgr. ANDREA KARASOVÁ NOTÁR 1 TRENČÍN

Mgr. ANDREA KARASOVÁ * NOTÁR * TRENČÍN

Mgr. ANDREA KARASOVÁ * NOTÁR * TRENČÍN

Strana prvá----------N 84/2023
Nz 15373/2023
NCRls 15864/2023

Notárska zápisnica

napísaná a podpísaná dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsaťtri) v notárskej kancelárií notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, notárkou Mgr. Andreou Karasovou ----------

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—Dnešného dňa sa dostavil o 13:30 hod. (slovom trinástej hodine a tridsiatej minúte) do Notárskeho úradu účastník:----------

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--- Ján Bzik, nar. 16.08.1984, r.č. 840816/9517, trvalo bytom 090 03 Ladomirová 53, Slovenská republika, občan: Slovenská republika, ktorého osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: cestovný pas č. BC9705966 ako jediný akcionár európskej spoločnosti **AMRAK BUSINESS SE**, IČO: 55 354 688, sídlo: Karpatské námestie 10A, 831 06 Bratislava – mestská časť Rača, Slovenská republika, toho času zapísaná: Obchodný register Okresného súdu Bratislava I., Oddiel: Po, Vložka číslo 8888/B, (ďalej len „**Spoločnosť**"), ktorého existencia právnickej osoby bola zistená výpisom z Obchodného registra na právne účely zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri).----------

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---Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 46 Notárskeho poriadku do tejto notárskej zápisnice pojala nasledovné:-

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----------**Rozhodnutie jediného akcionára európskej spoločnosti** ----------
---------- **AMRAK BUSINESS SE** ----------
----------pri výkone pôsobnosti mimoriadneho valného zhromaždenia----------
----------podľa ust. § 190 ods. 1 Obchodného zákonníka ----------
----------(zákon č. 513/1991 Zb. v znení neskorších zmien a doplnení)----------

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I. Prítomný účastník Ján Bzik (gen. ako hore) predložil výpisu z obchodného registra zo dňa 31.05.2023 (slovom tridsiateho prvého mája roku dvetisícdvadsaťtri) a vyhlásil, že výpis nie je úplný a správny. Medzičasom došlo k prevodu akcií Spoločnosti a na základe čestného prehlásia predsedu predstavenstva Jána Bzika (gen. ako hore) zo dňa 06.06.2023 (slovom šiesteho júna roku dvetisícdvadsaťtri), jediným akcionárom Spoločnosti je Ján Bzik, nar. 16.08.1984, r.č. 840816/9517, trvalo bytom 090 03 Ladomirová 53, Slovenská republika, občan: Slovenská republika, majiteľ a držiteľ kmeňových listinných akcií na meno v počte 10 (slovom desať) kusov, v menovitej hodnote akcie 12 000,-€ (slovom dvanásťtisíc eur), t.j. je jediným akcionárom Spoločnosti, ktorého účasť na jej základnom imaní vo výške 120 000,- Eur (jednostodvadsaťtisíc eur a nula eurocentov) predstavuje 100% (slovom jednosto percent).

II. Prítomný účastník Ján Bzik (gen. ako hore) Jediný akcionár Spoločnosti, vykonávajúci v zmysle §190 ods. 1, zákona č. 513/1991 Zb., Obchodného zákonníka pôsobnosť valného zhromaždenia Spoločnosti, dnešného dňa prijal toto rozhodnutie:----------

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Strana druhá ----------N 84/2023
Rozhodnutie č. 1/2023 ----------

---Jediný akcionár Spoločnosti rozhodol o premiestnení sídla európskej spoločnosti do zahraničia, konkrétne do Írskej republiky, pričom jej novým sídlom bude adresa: 69 Esker Wood Drive Lucan K 78 PX45, Írska republika. ----------
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---Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti bol oboznámený s výškou odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred poskytnutím služby. ----------
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---Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov. ----------
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---Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice. --
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---O tomto som notársku zápisnicu spísala, účastník si ju prečítal, na čo ju ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal.----------
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---------- V Trenčíne, dňa 06.06.2023 ----------
AMRAK BUSINESS SE v z. Bzik v.r.----------
Karasová - notár v.r. ----------
okrúhla pečiatka ----------
Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z dvoch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 84/2023, 15373/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 15864/2023.
---------- v Trenčíne dňa 06.06.2023 ----------

Mgr. ANDREA KARASOVÁ NOTÁR 1 TRENČÍN

COMPANIES ACT 2014
CONSTITUTION
SOCIETAS EUROPAEA
MEMORANDUM OF ASSOCIATION
of
AMRAK BUSINESS SE

I. The name of the Company is AMRAK BUSINESS SE.

II. The Company is a Societas Europaea registered in Ireland, which pursuant to section 1003 of the Companies Act 2014 shall be regarded as a public limited company for the purposes of Part 17 of the Companies Act 2014.

III. The objects for which the Company is established are:
(1) To provide customer support and ancillary services to customers in Ireland and through its branch network to customers in other European jurisdictions.
(2) To acquire shares, stocks, debentures, debenture stock, bonds, obligations and securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
(3) To facilitate and encourage the creation, issue or convention of and to offer for public subscription debentures, debenture stocks, bonds, obligations, shares, stocks, and securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies.
(4) To purchase or by any other means acquire any freehold, leasehold or other property and in particular lands, tenements and hereditaments of any tenure, where subject or not to any charges or incumbrances, for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, machinery, engines, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may
(5) To sell or otherwise dispose of any of the property or investments of the Company but so that no profit arising on the sale of any shares, stocks, debentures or other investments shall be distributed by way of dividend, but shall be carried to a capital reserve fund or otherwise dealt with for capital purposes only.
(6) To grant, convey, transfer or otherwise dispose of any property or asset of the Company of whatever nature or tenure for such price, consideration, sum of other return whether equal to or less than the market value thereof and whether by way of gift or otherwise as the Directors shall deem fit and to grant any fee farm grant or lease or to enter into any agreement for letting or hire of any such property or asset for a rent or return equal to or less than the market or rack rent therefor or at no rent and subject to or free from covenants and restrictions as the Directors shall deem appropriate.
To acquire and undertake the whole or any part of the business, good-will and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an

interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage or deal with any shares, debentures, debenture stock or securities so received.
To apply for, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to sue or any secret or other information as to any invention 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 benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly to benefit this Company.
(10) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
(11) To lend money to and guarantee the performance of the contract or obligations of any company, firm or person, and the repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
(12) To engage in the currency exchange and interest rate transactions including, but not limited to, dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangements and such other' instruments as are similar to, or derived from, any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other exposure
(13) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company, or by both such methods, the performance of the 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) and Company which is for the time being the Company's holding company as defined by section 155 of the Companies Act, 1963 or a subsidiary as therein defined of any such holding company or otherwise associated with the Company in business.
(14) To borrow or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stocks, bonds, obligations and securities of all kinds, either perpetual or terminable and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing by trust deed, mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present future) including its uncalled capital, and also by a similar trust deed, mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(15) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
(16) To subscribe for, take, purchase or otherwise acquire and hold 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 conducted so as directly or indirectly to benefit this Company.
(17) To hold in trust as trustees or as nominees and to deal with, manage and turn to account, any real or personal property of any kind, and in particular shares, stocks, debentures, securities, policies, book debts, claims and chases in actions, lands, buildings, herditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licenses, and any interest in real or personal property, and any claims against such property or against any person or company.
(18) To constitute any trusts with a view to the issue of preferred and deferred or other special stocks or securities based on or representing any shares, stocks and any other assets specifically appropriated for the purpose of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue dispose of or hold any such preferred, deferred or other special stocks or securities.
(19) To give guarantee in relation to the payment of any debentures, debenture stocks, bonds obligations or securities and to guarantee the payment of interest thereon or of dividends on any stocks or shares of any company.
(20) To construct, erect and maintain buildings, houses, flats, shops and all other works, erections, and things of any description whatsoever either upon the lands acquired by the Company or upon other lands and to hold, retain as investments or to sell, let, alienate, mortgage, charge or deal with alt or any of the same and generally to alter, develop and improve the lands and other property of the Company.
(21) To provide for the welfare of persons in the employment of or holding office under or formerly in the employment of or holding office under the Company including Directors and ex-Directors of the Company and the wives, widows and families, dependents 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 such persons 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 operation or otherwise.
(22) To remunerate b cash payments 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.
(23) To enter into and carry into effect any arrangements 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 within the objects of the Company.
(24) To distribute in specie or otherwise as may be resolved, any assets of the Company among its members and in particular the shares, debentures or other securities of any other

company belonging to this Company or of which this Company may have the power of disposing.
(25) To vest any real or personal property, rights or interest acquired or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favor of the Company.
(26) To transact or carry on any business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value or facilitate the realization of or render profitable any of the Company's property or rights.
(27) To accept stock or shares in or debentures, mortgages or 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 partly paid up.
(28) To pay all costs, charges and expenses incurred or sustained in or about the promotion and 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 partly paid up. Establishment of the Company or which the Company shall consider to be preliminary thereto and to issue shares as fully or in part paid up, and to pay out of the funds of the Company all brokerage and charges incidental thereto.
(29) To procure the Company to be registered or recognized in any part of the Ireland or in any colony or dependency or possession thereof or in any foreign country or in any colony or dependency of any such foreign country.
(30) To do all or any of the matters hereby authorized in any part of the world or in conjunction with or as trustee or agent for any other company or person or by or through any factors, trustees or agents.
(31) To make gifts or grant bonuses to the Directors or any other persons who are or have been in the employment of the Company including substitute and alternate directors.
(32) To do all such other things that the Company may consider incidental or conductive to the attainment of the above objects or as are usually carried on in connection herewith.
(33) To make or receive gifts by way of capital contribution or otherwise.
The objects set forth in any sub-clause of this clause shall be regarded as independent objects and shall not, where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company, None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world notwithstanding that the business, property or acts proposed to be transacted, acquired or performed do not fall within the objects of the first sub-clause of this clause.
NOTE: It is hereby declared that the word "company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and the intention is that 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.

IV. The liability of the members is limited.

V. The share capital of the Company is €120,000 divided into 100 ordinary shares of €1200.00 each.

VI. The Company's registered office is situated at 69 Esker Wood Drive, Lucan, K78PX45, Ireland.

VII. The shares forming the capital, increased or reduced, may be increased or reduced and be divided into such classes and issued with any special rights, privileges and conditions or with such qualifications as regards preference, dividend, capital, voting or other special incidents, and be held upon such terms as may be attached thereto or as may from time to time be provided by the original or any substituted or amended articles of association and regulations of the Company for the time being, but so that where shares are issued with any preferential or special rights attached thereto such rights shall not be alterable otherwise than pursuant to the provisions of the Company articles of association for the time being.

ARTICLES OF ASSOCIATION
OF
AMRAK BUSINESS SE

1 Interpretation

1.1 In this Constitution:

"Act" means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;

"Company" means AMRAK BUSINESS SE;

"Constitution" has the meaning set out in regulation 1.2;

"director" means a director of the Company and the "directors" means the directors or any of them acting as the board of directors of the Company;

"dividend" means dividend or bonus;

"EEA Agreement" means the Agreement on the European Economic Area signed at Oporto on 2 May 1992, as adjusted by the Protocol signed at Brussels on 17 March 1993;

"EEA State" means a state, including the State, which is a contracting party to the EEA Agreement;

"electronic communication", "electronic signature" and "advanced electronic signature" each has the meaning set out in the Electronic Commerce Act 2000;

"holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"ordinary resolution" means a resolution passed by a simple majority of the votes cast by members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;

"paid" means paid or credited as paid;

"registered person" means such person as is authorized to bind the Company in accordance with section 39 of the Act;

"regulations" means provisions of this Constitution, as amended from time to time;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"single-member company" means a company which, for whatever reason, has, for the time being, a sole member (and this applies notwithstanding a stipulation in this Constitution that there be two members, or a greater number);

"special resolution" means a resolution passed by not less than 75 per cent of the votes cast by such members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company; and

"State" means the Republic of Ireland.

1.2 The optional provisions of the Act (as defined by section 1007 of the Act) shall apply to the Company save to the extent that they are excluded or modified by this Constitution and such optional provisions (as so excluded or modified) together with the regulations contained in this Constitution shall constitute the regulations of the Company (the "Constitution").

1.3 Words denoting the singular number include the plural number and vice versa and words denoting a gender include each gender.

1.4 Words or expressions contained in this Constitution which are not defined in this Constitution but are defined in the Act have the same meaning as in the Act at the date of adoption of this Constitution unless inconsistent with the subject or context.
1.5 Headings are inserted for convenience only and do not affect the construction of this Constitution.
1.6 Any reference to a "person" shall be construed as a reference to any individual, firm, company, corporation, undertaking, government, state or agency of a state or any association or partnership (whether or not having separate legal personality).
1.7 Powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them and except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorized to exercise it under this Constitution or under another delegation of the power.
1.8 References to "writing" mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, and "written" shall be construed accordingly.
1.9 Any reference to any statute, statutory provision or to any order or regulation shall (save as expressly provided in this Constitution) be construed as a reference to the statute, provision, order or regulation as extended, modified, amended, replaced or re-enacted from time to time (whether before or after the date of adoption of this Constitution) and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom (whether before or after the date of adoption of this Constitution).

CORPORATE CAPACITY AND AUTHORITY

2 Registered Person
Where the board of directors authorizes any person as being a person entitled to bind the Company (not being an entitlement to bind that is, expressly or impliedly, restricted to a particular transaction or class of transactions), the Company may notify the Registrar of the authorization in accordance with section 39 of the Act.
3 Powers of Attorney
The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.
4 The Common Seal
4.1 The Company shall have a common seal or seals that shall state the Company's name, engraved in legible characters.
4.2 The Company's seal shall be used only by the authority of its directors, or of a committee of its directors authorized by its directors in that behalf. Any instrument to which the Company's seal shall be affixed shall be:
4.2.1 signed by a director and be countersigned by the secretary or by a second director of it or by some other person appointed for the purpose by its directors or by a foregoing committee of them; or

4.2.2 signed by a person (including a director) appointed for the purpose by its directors or a committee of its directors authorized by its directors in that behalf.
4.3 If there is a registered person in relation to the Company, the Company's seal may be used by such person and any instrument to which the Company's seal shall be affixed when it is used by the registered person may be signed by that registered person and shall not require countersignature by a second person.
4.4 Any instrument to which the common seal is affixed shall not be signed by the same person acting both as director and secretary.
4.5 Section 43(2) and section 43(3) of the Act do not apply.
5 Power for Company to have Official Seal for use Abroad
5.1 The Company may have for use in any place abroad (being any territory, district or place not situate in the State) an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.
5.2 A deed or other document to which an official seal is duly affixed shall bind the Company as if ithad been sealed with the common seal of the Company.
5.3 If the Company has an official seal for use in any place abroad it may, by writing under its common seal, authorize any person appointed for the purpose in that place (the "agent") to affix the official seal to any deed or other document to which the Company is party in that place.
5.4 The authority of the agent shall, as between the Company and any person dealing with the agent,continue during the period, if any, mentioned in the instrument conferring the authority, or, if no period is there mentioned, then until the notice of revocation or determination of the agent's authority has been given to the person dealing with him or her.
5.5 The person affixing an official seal shall, by writing under his or her hand, certify on the deed or other instrument to which the seal is affixed, the date on which and the place at which it is affixed.
6 Official seal for sealing securities
6.1 The Company may have for use, for sealing:
6.1.1 securities issued by the Company; and
6.1.2 documents creating or evidencing securities so issued,an official seal which is a facsimile of the common seal of the company with the addition on its face of the word "Securities" or the word "Urras".

SHARE CAPITAL, SHARES AND OTHER INSTRUMENTS

7 Shares
7.1 Shares in the capital of the Company shall have a nominal value.
7.2 The Company may allot shares:
7.2.1 of different nominal values;
7.2.2 of different currencies;
7.2.3 with different amounts payable on them; or
7.2.4 with a combination of two or more of the foregoing characteristics.
7.3 Without prejudice to any special rights previously conferred on the holders of any existing sharesor class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to

dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine.

7.4 The Company may allot shares that are redeemable, which shall be known as "redeemable shares".

7.5 The shares or other interest of any member in the Company shall be personal estate and shall not be of the nature of real estate.

7.6 Except as required by law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice of it):

7.6.1 any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share; or

7.6.2 save only as the Act or other law otherwise provides, any other rights in respect of any share, except an absolute right to the entirety of it in the registered holder.

7.7 The foregoing regulations shall not preclude the Company from requiring a member or a transferee of shares to furnish the Company with information as to the beneficial ownership of any share when such information is reasonably required by the Company.

7.8 Save as provided by section 1019 of the Act, the Company shall not have power to issue any bearer instrument.

8 Capacity to make public offers of securities

The Company shall have the capacity to offer, allot and issue securities to the public subject to compliance, where applicable, with Part 23 of the Act.

9 Allotment of Shares and other securities

9.1 The directors, or any committee of the directors authorized by the directors in that behalf, are, for the purposes of section 1021 of the Act, generally and unconditionally authorized to exercise all powers of the Company to allot and issue relevant securities (as defined by the said section 1021) up to the amount of the Company's authorized share capital and to allot and issue any shares acquired by the Company pursuant to the provisions of Chapter 6 of Part 3 of the Act and held as treasury shares and this authority shall expire five years from the date of incorporation of the Company.

9.2 No shares may be allotted by the Company unless those shares are comprised in the authorized but unissued share capital of the Company.

9.3 Notwithstanding that any authorization conferred by regulation 9.1 has expired, the directors of the Company may allot relevant securities in pursuance of an offer or agreement previously made by the Company if that authorization enabled the Company to make an offer or agreement which would or might require relevant securities to be allotted after the authorization's expiry.

9.4 A resolution of the Company to give, vary, revoke or renew such an authority may, notwithstanding that it alters the articles of association of the Company, be an ordinary resolution.

10 Pre-emption rights

10.1 The directors are hereby empowered pursuant to section 1023(3) of the Act to allot equity securities within the meaning of section 1023 of the Act for cash pursuant to the authority conferred by regulation 9 as if section 1022 of the Act did not apply to the allotment.

11 Calls on Shares

11.1 Subject to regulation 11.2, the directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium).
11.2 Regulation 11.1 does not apply to shares where the conditions of allotment of them provide for the payment of moneys in respect of them at fixed times.
11.3 Each member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company, at the time or times and place so specified, the amount called on the shares.
11.4 A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
11.5 The application of section 77 of the Act shall be modified accordingly.
12 Lien
12.1 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether immediately payable or not) called, or payable at a fixed time, in respect of that share. The directors may at any time declare any share in the Company to be wholly or in part exempt from this regulation.
12.2 The Company's lien on a share shall extend to all dividends payable on it.
12.3 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 a sum in respect of which the lien exists is immediately payable and the conditions specified in section 80 of the Act are satisfied.
13 Forfeiture of Shares
13.1 In accordance with section 81 of the Act, 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.
13.2 That notice shall:
(a) 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
(b) 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.
13.3 Any forfeiture shall include all dividends or other moneys payable by the Company in respect of the forfeited shares and the application of section 81 of the Act shall be modified accordingly.
14 Financial Assistance for Acquisition of Shares
The Company may give any form of financial assistance that is permitted by the Act for the purpose of an acquisition made or to be made by any person of any shares in the Company or its holding company.

VARIATION IN CAPITAL

15 Variation of Company Capital
15.1 In accordance with section 83 of the Act, the Company may, by ordinary resolution, do any one

or more of the following, from time to time:
15.1.1 consolidate and divide all or any of its shares into shares of a larger nominal value than its existing shares;
15.1.2 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;
15.1.3 increase the nominal value of any of its shares by the addition to them of any undenominated capital;
15.1.4 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;
15.1.5 convert any undenominated capital into shares for allotment as bonus shares to holders of existing shares;
15.1.6 increase its share capital by new shares of such amount as it thinks expedient; and
15.1.7 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.

16 Reduction in Company Capital

The Company is authorised to reduce its company capital in accordance with sections 84 and 1002 of the Act but, in accordance with section 1084 of the Act, it shall not reduce its company capital below the authorised minimum.

17 Variation of Rights attached to Special Classes of Shares

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, in accordance with section 982 of the Act (as modified by section 1044 of the Act), whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of 75 per cent, in nominal value, of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class but not otherwise.

TRANSFER OF SHARES

18 Transfer of Shares and Debentures

18.1 In accordance with section 94 of the Act, a member may transfer all or any of his or her shares in the Company by instrument in writing in any usual or common form or any other form which the directors may approve.

18.2 The instrument of transfer of any share shall be executed by or on behalf of the transferor, save that if the share concerned (or one or more of the shares concerned) is not fully paid, the instrument shall be executed by or on behalf of the transferor and the transferee.

18.3 The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company in respect thereof.

18.4 The Company shall not register a transfer of shares in or debentures of the Company unless a proper instrument of transfer has been delivered to the Company.

18.5 Nothing in regulation 18.4 shall prejudice any power of the Company to register as shareholder or debenture holder, any person to whom the right to any shares in, or debentures of the Company, has been transmitted by operation of law.
18.6 A transfer of the share or other interest of a deceased member of the Company made by his or her personal representative shall, although the personal representative is not himself or herself a member of the Company, be as valid as if the personal representative had been such a member at the time of the execution of the instrument of transfer.
18.7 On application of the transferor of any share or interest in the Company, the Company shall enter in its register of members, the name of the transferee in the same manner and subject to the same conditions as if the application for the entry were made by the transferee.
19 Restrictions on Transfer
19.1 The directors of the Company may in their absolute discretion, and without assigning any reason for doing so, decline to register the transfer of any share.
19.2 The directors' power to decline to register a transfer of shares (other than on account of a matter specified in 19.3) shall 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.
19.3 The directors may decline to register any instrument of transfer unless:
19.3.1 a fee of €10.00 or such lesser sum as the directors may from time to time require, is paid to the Company in respect of it;
19.3.2 the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
19.3.3 the instrument of transfer is in respect of one class of share only.
19.4 If the directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.
19.5 The registration of transfers of shares in the Company may be suspended at such times and for such periods, not exceeding in the whole 30 days in each year, as the directors may from time to time determine.
20 Transmission of Shares
Section 96 of the Act shall apply to the transmission of shares in the case of the death of a member of the Company.
21 Share Certificates
21.1 In accordance with section 99 of the Act, a certificate under the common seal of the Company, or the seal kept by the Company by virtue of section 1017 of the Act, specifying any shares held by any member shall be prima facie evidence of the title of the member to the shares.
21.2 The Company shall, within two months after the date:
21.2.1 of allotment of any of its shares or debentures; or
21.2.2 on which a transfer of any such shares or debentures is lodged with the Company, complete and have ready for delivery the certificates of all shares and debentures allotted or, as the case may be, transferred, unless the conditions of issue of the shares or debentures otherwise provide.
22 Acquisition of Own Shares

The Company is authorised to acquire its own shares by purchase, or in the case of redeemable shares, by redemption or purchase in accordance with section 105 of the Act, section 1071 of the Act and section 1073 of the Act.

23 Distributions

23.1 The Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

23.2 The directors may pay interim dividends to members if it appears to them that such interim dividends are justified by the profits of the Company available for distribution. In paying such interim dividends the directors may satisfy such payment wholly or partly by the distribution of specific assets and in particular, but without limitation, of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, may determine that cash payment 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 may vest any such specific assets in trustees as may seem expedient to the directors.

23.3 If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall bepaid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

23.4 Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

23.5 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the Act relating to such distributions.

23.6 The directors may, before recommending 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 purpo6e 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. The directors may also, without placing the profits of the Company to reserve, carry forward any profits which they way think it prudent not to distribute.

23.7 Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

23.8 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.

23.9 A general meeting of the Company 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, but without limitation, of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the matter as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may 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 may vest any such specific assets in trustees as may seem expedient to the directors.

23.10 Any dividend, interest or other moneys payable in cash in respect of any shares may be paid:

(a) by cheque or negotiable instrument sent by post directed to or 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 joint holders may in writing direct; or

(b) by agreement with the payee (which may either be a general agreement or one confined to specific payments), by direct transfer to a bank account nominated by the payee.

23.11 Every such cheque or negotiable instrument shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give valid receipts for any dividends 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.

23.12 No dividend shall bear interest against the Company unless otherwise provided by the rights attached to the share in respect of which it is payable.

23.13 Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

23.14 Section 124 and section 125 of the Act do not apply.

23.15 Any distribution of assets by the Company shall be in accordance with section 1082 of the Act.

24 Bonus Issues

24.1 In this regulation "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;

(c) any sum representing unrealised revaluation reserves; or

(d) any part of the amount for the time being standing to the credit of any of the Company's reserve accounts.

24.2 The Company in general meeting may resolve that any relevant sum be capitalised and applied on behalf of the members who would have been entitled to receive that sum if it had been distributed by way of dividend and in the same proportions in or towards paying up in full unissued shares or debentures of the Company of a nominal value equal to the

relevant sum capitalised (such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such holders and in the proportions as aforementioned).

24.3 The Company in general meeting may resolve that it is desirable to capitalise any part of a relevant sum which is not available for distribution, by applying such sum in paying up in full unissued shares to be allotted 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).

24.4 The directors shall give effect to any resolution under regulations 24.2 and 24.3.

24.5 For that purpose the directors shall make:

24.5.1 all appropriations and applications of the undivided profits resolved to be capitalised by the resolution; and

24.5.2 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.

24.6 Without limiting the foregoing, the directors may:

24.6.1 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); and

24.6.2 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.

24.7 Any agreement made under such authority shall be effective and binding on all the members concerned.

24.8 Where the directors of the Company 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:

24.8.1 credited by the directors to undenominated capital, other than the share premium account; or

24.8.2 used in paying up unissued shares of the Company to be issued to members as fully paid bonus shares.

24.9 The application of section 126 of the Act shall be modified accordingly.

CORPORATE GOVERNANCE

25 Company Secretary

25.1 The Company shall have a secretary, who may be one of the directors.

25.2 The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

26 Directors

26.1 The Company shall have at least two directors but not more than ten directors. If at any time there is no director appointed to the Company the members of the Company shall pass an ordinary resolution appointing persons to act as director.

26.2 In accordance with section 137 of the Act, at least one of the directors shall be a person who is resident in an EEA state. This regulation shall not apply if the Company holds either:

26.2.1 a bond in the form prescribed by section 137 of the Act; or
26.2.2 a certificate stating that the Company has a real and continuous link with one or more economic activities that are being carried out in the State as prescribed by section 140 of the Act.

27 Appointment of Director

27.1 Any purported appointment of a director without that director's consent shall be void.

27.2 The first directors shall be those persons determined in writing by the subscribers of the
Constitution or a majority of them.

27.3 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 the maximum number provided for in this Constitution.

27.4 Any director appointed to the Company shall not be required to retire at any annual general meeting.

27.5 The Company may from time to time, by ordinary resolution, increase or reduce the number of directors.

27.6 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 27.3, the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

27.7 Subject to regulation 27.1, in the case of a single-member company, the sole member may appoint any person to be a director by serving a notice in writing on the Company which states that the named person is appointed director.

27.8 The application of section 144(3) of the Act shall be modified accordingly.

28 Rotation of Directors

The directors shall not be required to retire by rotation and section 1090 of the Act does not apply.

29 Removal of Directors

29.1 In accordance with section 146 of the Act, the Company may by ordinary resolution remove a director before the expiration of his period of office notwithstanding any agreement between the Company and that director.

29.2 In addition to, and without prejudice to section 146 of the Act, the Company may, if it is a single-member company, remove any director before the expiration of his period of office notwithstanding any agreement between the Company and that director. Any decision by the sole member to remove a director shall be drawn up in writing and notified to the Company. The written decision of the sole member shall specify the effective date of the removal of such director. The removal of a director under this regulation shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company. Notification of any such decision taken by the sole member of the Company shall be sent by the Company by recorded delivery to the director at his usual residential address as notified to the Company, or if not so notified, then to the address of the director last known to the Company.

30 Vacation of Office

30.1 The office of director shall be vacated if:

30.1.1 the director is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
30.1.2 the director becomes or is deemed to be subject to a disqualification order within the meaning of the Act; or
30.1.3 the director resigns his or her office by notice in writing to the Company or if he or she resigns his or her 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; or
30.1.4 the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
30.1.5 a declaration of restriction is made in relation to the director and the Company does not satisfy the capital requirements prescribed in section 819 of the Act; or
30.1.6 a declaration of restriction is made in relation to the director and, notwithstanding that the Company satisfies the capital requirements prescribed in section 819 of the Act, his or her co-directors resolve at any time during the currency of the declaration that his or her office be vacated; or
30.1.7 the director is sentenced to a term of imprisonment following conviction of an indictable offence; or
30.1.8 the director is for more than six months absent, without the permission of the directors, from meetings of the directors held during that period; or
30.1.9 the director is requested by his or her co-directors to vacate his or her office. Any such request shall be made in writing (and may be in counterparts) by letter, email, facsimile or other means or alternatively shall be made orally at a board meeting at which such co-directors are present in person or by proxy, irrespective of whether the director in respect of whom the request is being made is present or not. The vacation of the said director's office as director shall take effect on the date the request is made or, if later, the date stated to be the effective date in that request or, if the request is made orally at a board meeting, with effect from the termination of the meeting. Notification of any request under this regulation shall be sent by the Company by recorded delivery to the director at his usual residential address as notified to the Company, or if not so notified, then to the address of the director last known to the Company.
30.2 The application of section 148(2) of the Act shall be modified accordingly.
31 Remuneration of Directors
31.1 The remuneration of the directors shall be such as is determined, from time to time, by the Company in general meeting and such remuneration shall be deemed to accrue from day to day.
31.2 The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors, or general meetings of the Company, or otherwise in connection with the business of the Company.
31.3 The directors may provide benefits, whether by the payment of gratuities or pensions or by
insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold

such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

31.4 Without prejudice to the provisions of regulation 31.2, the directors may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any person who is or was:

31.4.1 a director, other officer, employee or auditor of the Company, or of any body which is or was the holding company or subsidiary of the Company, or in which the Company or such holding company or subsidiary has or had any interest (whether direct or indirect) or with which the Company or such holding company or subsidiary is or was in any way affiliated or associated; or

31.4.2 a trustee of any pension fund in which employees of the Company or any other body referred to in regulation 31.4.1 is or has been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

PROCEEDINGS OF DIRECTORS

32 General Power of Management and Delegation

32.1 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:

32.1.1 any regulations contained in this Constitution; 32.1.2 the provisions of the Act; and 32.1.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.

32.1 Without prejudice to the generality of regulation 32.1 (but subject to a limitation (if any) arising under regulations 32.1.1 to 32.1.3), the directors of the Company may exercise all the powers of the Company:

32.1.1 to borrow money and to mortgage, charge, pledge or otherwise secure its undertaking, property and uncalled capital, or any part thereof; and

32.1.2 to give guarantees, indemnities, counter indemnities and all manners of assurances against loss in respect of, any or all of the debts, obligations and liabilities of any person, firm or corporation, (whether by personal covenant or by mortgaging, charging, pledging or othenwise securing its undertaking, property and uncalled capital, or any part thereof or by any combination of such methods),

notwithstanding that the Company may derive no benefit from the same, and notwithstanding that it may involve the use of the Company's undertaking, property, and uncalled capital for the benefit of one or more directors of the Company or of any other person.

32.2 The directors may delegate any of their powers to such person or persons as they think fit, including committees. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

33 Managing Director

In accordance with section 159 of the Act, the directors may from time to time appoint one or more of themselves to the office of managing director (by whatever name called) 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.

34 Meetings of Directors and Committees

34.1 Not less than two meetings of the directors shall be held in each calendar year and no more than seven
months shall elapse between meetings of the directors. Meetings of the directors shall be held in the State and the directors shall manage and control the Company in and from the State.

34.2 The directors may meet together for the dispatch of business, adjourn and otherwise regulate
their meetings as they think fit.

34.3 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.

34.4 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

34.5 All directors shall be entitled to reasonable notice of any meeting of the directors but it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.

34.6 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.

34.7 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 by or pursuant to this Constitution or the Act 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.

34.8 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.

34.9 The directors may establish one or more committees consisting in whole or in part of members of the board of directors.

34.10 A committee established under this Constitution 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.

34.11 A committee may meet and adjourn meetings as it thinks proper.

34.12 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 shall have a second or casting vote.

34.13 The application of section 160 of the Act shall be modified accordingly. 35 Written Resolutions of Directors

35.1 A resolution in writing signed by all the directors of the Company, or by all the members 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. A resolution executed by an alternate director need not also be signed by his appointer.

35.2 A resolution referred to in regulation 35.1 may be signed by electronic signature, advanced electronic signature or otherwise as approved by the directors.

35.3 Subject to regulation 35.4, where one or more of the directors (other than a majority of them) would not, by reason of:

(a) the Act or any other enactment;

(b) the Constitution; or

(c) a rule of law,

be permitted to vote on a resolution such as is referred to in regulation 35.1, 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 35.1, shall be valid for the purposes of that regulation 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.

35.4 In a case falling within regulation 35.3, 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.

35.5 For the avoidance of doubt, nothing in the preceding regulations 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.

35.6 The application of section 161 of the Act shall be modified accordingly.

36 Meetings of Directors by Conference

36.1 A meeting of the directors or of a committee of them 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:

36.1.1 a director or member of a 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

36.1.2 such a meeting shall be deemed to take place in such location as the directors, or members of the committee, decide and failing that where the chairperson of the meeting is located.

36.2 The application of section 161 of the Act shall be modified accordingly.

37 Voting by Director in respect of Contracts

37.1 Subject to the other 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.

37.2 The application of section 161 of the Act shall be modified accordingly.

38 Holding of any other Office or Place of Profit under the Company by Director

38.1 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.

38.2 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.

38.3 In particular, neither shall:

38.3.1 any contract with respect to any of the matters referred to in regulation 38.2, 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

38.3.2 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.

39 Counting of Director in Quorum and Voting at Meeting at which Director is Appointed

39.1 A director of the Company, notwithstanding his or her interest, may be counted in the quorum present at any meeting at which:

39.1.1 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 38.1; or

39.1.2 the terms of any such appointment are arranged, and he or she may vote on any such appointment or arrangement other than his or her own appointment or the arrangement of the terms of it.

40 Duty of Director to Disclose his or her Interest in Contracts made by Company

In accordance with section 231 of the Act, it shall be the duty of a director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest to the Company.

41 Alternate Directors

41.1 Any director (the "appointer") of the Company may from time to time appoint any other director of it or any other person to be an alternate director (the "appointee") as respects him or her.

41.2 The appointee may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors, or any committee of the directors, to one vote for every director whom he represents (and who is not present) in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present at the meeting.

41.3 The appointee, while he or she holds office as an alternate director, shall be entitled:

(a) to notice of meetings of the directors;

(b) to attend at such meetings as a director; and

(c) 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.

41.4 Any appointment under this section shall be effected by notice in writing given by the appointer to the Company.

41.5 Any appointment so made may be revoked at any time by the appointer or by a majority of the other directors or by the Company in general meeting.
41.6 Revocation of such an appointment by the appointer shall be effected by notice in writing given by
the appointer to the Company.
41.7 An appointee shall cease to be an alternate director:
(a) if his appointer ceases to be a director; or
(b) on the happening of any event which, if he were a director, would cause him to vacate his office as director; or
(c) if he resigns his office by notice in writing to the Company.
41.8 The application of section 165 of the Act shall be modified accordingly.
42 Minutes of Proceedings of Directors
42.1 The Company shall cause minutes to be entered in books kept for that purpose of:
(a) all appointments of officers made by its directors;
(b) the names of the directors present at each meeting of its directors and of any committee of the directors; and
(c) all resolutions and proceedings at all meetings of its directors and of committees of directors.

GENERAL MEETINGS AND RESOLUTIONS
43 Annual General Meeting
43.1 Subject to regulation 43.2 and 43.4, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings 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.
43.2 So long as the Company holds its first annual general meeting within 18 months after the date of its incorporation, it need not hold it in the year of its incorporation or in the following year.
43.3 The financial statements and report of the directors and the statutory auditors for a financial year shall be laid before a general meeting of the Company not later than nine months after the financial year end date.
43.4 If the Company is a single-member company, the Company need not hold an annual general meeting in any year where all the members entitled (at the date of the written resolution referred to in this regulation) to attend and vote at such general meeting sign, before the latest date for the holding of that meeting a written resolution:
43.4.1 acknowledging receipt of the financial statements that would have been laid before that meeting;
43.4.2 resolving all such matters as would have been resolved at that meeting; and
43.4.3 confirming no change is proposed in the appointment of the person (if any) who, at the date of the resolution, stands appointed as statutory auditor of the Company.
44 Location and Means for Holding General Meetings
44.1 An annual general meeting of the Company or an extraordinary general meeting of it may be held inside or outside of the State.
44.2 If the Company holds its annual general meeting or any extraordinary general meeting outside of the State then, 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 the Company's expense, all necessary arrangements to ensure that members can by technological means participate in any such meeting without leaving the State.

44.3 A meeting referred to in the foregoing regulations may be held in two or more venues (whetherinside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

45 Extraordinary General Meetings

45.1 The directors of the Company may, whenever they think fit, convene an extraordinary general meeting. If, at any time, there are not sufficient directors capable of acting to form a quorum, any director or any member of the Company 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.

45.2 One or more members of the Company holding, or together holding, at any time not less than 50 per cent of the paid up share capital of the Company as, at that time, carries the right of voting at general meetings of the Company may convene an extraordinary general meeting of the Company.

45.3 The directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the paid up share capital of the Company, as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

45.4 The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

45.5 If the directors do not within 21 days after the date of the deposit of the requisition proceed to convene a meeting to be held within two months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50 per cent of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months after the requisition date.

45.6 Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the directors as were in default.

45.7 For the purposes of regulations 45.3 to 45.6, the directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice of it as is required by section 181 of the Act.

45.8 A meeting convened under regulations 45.2 and 45.5 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

46 Persons entitled to Notice of General Meetings

46.1 Notice of every general meeting of the Company ("relevant notice") shall be given to:

46.1.1 every member;

46.1.2 the personal representative of a deceased member of the Company, which member would, but for his or her death, be entitled to vote at the meeting;

46.1.3 the assignee in bankruptcy of a bankrupt member of the Company (being a bankrupt member who is entitled to vote at the meeting); and

46.1.4 the directors and secretary of the Company.
46.2 Unless the Company is entitled to and has availed itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that . regard), the statutory auditors of the Company shall be entitled to:
46.2.1 attend any general meeting of the Company;
46.2.2 receive all notices of, and other communications relating to, any general meeting which any member of the Company is entitled to receive; and
46.2.3 be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as statutory auditors.
47 Notice of General Meetings
47.1 A meeting of the Company, other than an adjourned meeting, shall be called:
47.1.1 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;
47.1.2 in the case of any other extraordinary general meeting, by not less than 14 days' notice.
47.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in regulation 47.1, be deemed to have been duly called if it is so agreed by:
47.2.1 all the members entitled to attend and vote at the meeting; and
47.2.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company.
47.3 A resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority either:
47.3.1 together holding not less than 90 per cent in nominal value of the shares giving that right; or
47.3.2 together representing not less than 90 per cent of the total voting rights at that meeting of all the members.
47.4 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered addressof a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
47.5 In determining whether the correct period of notice has been given by a notice of a meeting,neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
47.6 The notice of a meeting shall specify:
(a) the place, the date and the time of the meeting;
(b) the general nature of the business to be transacted at the meeting;
(c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
(d) with reasonable prominence a statement that:
(i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in section 184 of the Act to attend, speak and vote instead of him or her;
(ii) a proxy need not be a member; and

(iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

47.7 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meetingby, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

48 Quorum

48.1 No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.

48.2 Two members of the Company present in person or by proxy at a general meeting of it shall be a quorum.

48.3 In the case of 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.

48.4 If within 15 minutes after the time appointed for a general meeting a quorum is not present, then:

48.4.1 where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;

48.4.2 in any other case:

(a) 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

(b) 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.

49 Proxies

49.1 Subject to regulation 49.3, any 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.

49.2 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.

49.3 A member of the Company shall not be entitled to appoint more than one proxy to attend on the same occasion.

49.4 The instrument appointing a proxy (the "instrument of proxy") shall be in writing:

(a) under the hand of the appointer or of his or her attorney duly authorised in writing; or

(b) 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.

49.5 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 concerned 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 the 'appointed time' as defined in regulation 49.6.

49.6 The appointed time is:

(a) immediately before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll, immediately before the time appointed for the taking of the poll, and the application of section 183(6) of the Act shall be modified accordingly.

49.7 The depositing of the instrument of proxy referred to in regulation 49.5 may, rather than it being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means, and this regulation likewise applies to the depositing of anything else referred to in regulation 49.5.
49.8 If regulation 49.5 or regulation 49.6 is not complied with, the instrument of proxy shall not be treated as valid.
49.9 Subject to regulation 49.10, 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.
49.10 Regulation 49.9 does not apply if notice in writing of the occurrence of one of the events mentioned in that regulation is received by the Company concerned at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
49.11 Subject to regulation 49.12, if, for the purpose of any meeting of the Company, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the Company's expense to some only of the members entitled to be sent a notice of the meeting and to vote at it by proxy, any officer of the Company who knowingly and intentionally authorises or permits their issue in that manner shall be guilty of a category 3 offence.
49.12 An officer shall not be guilty of an offence under regulation 49.11 by reason only of the issue to a member, at his or her request in writing, of a form of appointment naming the proxy or of a list of persons willing to act as proxy if the form or list is available on request in writing to every member entitled to vote at the meeting by proxy.
50 Form of Proxy
50.1 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 appoints [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.
51 Representation of Bodies Corporate at Meetings of Companies
51.1 A body corporate may, if it is a member of the Company, by resolution of its directors or other governing body authorise such person (in this section referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.
51.2 A body corporate may, if it is a creditor (including a holder of debentures) of the Company, by resolution of its directors or other governing body authorise such person (in this section also referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of the Act or the provisions contained in any debenture or trust deed, as the case may be.
51.3 An authorised person shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual member of the Company, creditor or holder of debentures of the Company.

51.4 The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this section 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.

52 Proceedings at Meetings

52.1 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 within 15 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 chairperson of the meeting.

52.2 If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of the members present and entitled to vote to be chairperson of the meeting.

52.3 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.

52.4 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

52.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be give 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.

52.6 Unless a poll is demanded in accordance with section 189 of the Act, at any general meeting:

(a) a resolution put to the vote of the meeting shall be decided on a show of hands; and

(b) 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.

52.7 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 be entitled to a second or casting vote in addition to any other vote he or she may have.

52.8 The application of section 187 of the Act shall be modified accordingly.

53 Votes of Members

53.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares,where a matter is being decided:

(a) 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

(b) 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 or for each €15 of stock held by him or her, as the case may be.

53.2 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 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.

53.3 Each of the following:

(a) a member of unsound mind;

(b) a member who has made an enduring power of attorney;

(c) 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 a registered enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

53.4 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.

53.5 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.

53.6 No objection shall be raised to the qualification of any voter except at the meeting or adjournedmeeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

53.7 Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

53.8 The application of section 188 of the Act shall be modified accordingly.

54 Unanimous Written Resolutions

54.1 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 and if described as a special resolution shall be deemed to be a special resolution.

54.2 A resolution passed in accordance with regulation 54.1 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, the statement shall be prima facie evidence that it was signed by him or her on that date.

54.3 If a resolution passed in accordance with regulation 54.1 is not contemporaneously signed, the Company shall notify the members, within 21 days after the date of delivery to it of the documents referred to in regulation 54.4, of the fact that the resolution has been passed.

54.4 The signatories of a resolution passed in accordance with regulation 54.1 shall, within 14 days after the date of its passing, procure delivery to the Company of the documents constituting the written resolution; 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.

54.5 This regulation does not apply to a resolution to remove a director or a resolution to effect the removal of a statutory auditor from office, or so as not to continue him or her in office.

54.6 A resolution referred to in regulation 54.1 may be signed by electronic signature or advancedelectronic signature.

55 Single-Member Companies — Absence of need to hold General Meetings

55.1 All the powers exercisable by the Company in general meeting under this Constitution or the Actor otherwise shall be exercisable, in the case of a single-member company, by the sole member without the need to hold a general meeting for that purpose.

55.2 Subject to regulation 55.3, any provision of this Constitution and the Act which enables or requires any matter to be done or to be decided by the Company in general meeting, or requires any matter to be decided by a resolution of the Company, shall be deemed to be satisfied, in the case of a single-member company, by a decision of the member which is drawn up in writing and notified to the Company in accordance with this regulation.

55.3 Regulation 55.1 shall not empower the sole member of a single-member company to exercise the powers to remove a statutory auditor from, or not continue a statutory auditor in, office without holding the requisite meeting provided for in the Act.

56 Minutes of Proceedings of Meetings of the Company

The Company shall, as soon as may be after their holding or passing, cause minutes of all proceedings of general meetings of it, and the terms of all resolutions of it, to be entered in books kept for that purpose. All such books kept by the Company in pursuance of this regulation shall be kept at the same place.

57 Service of Notices on Members

57.1 Any notice to be given, served, sent or delivered pursuant to this Constitution (save where it is to be given, served, sent or delivered by electronic means) shall be in writing.

57.2 A notice or document to be given, served, sent or delivered in pursuance of this Constitution may be given to, served on, sent or delivered to any member by the Company:

(a) by hand delivering it to the member or his authorised agent or where the member is a body corporate, to any officer of that body corporate;

(b) by leaving it at the registered address of the member;

(c) by sending it by post in a pre-paid letter addressed to the member at theregistered address of the member;

(d) by sending it by courier in a pre-paid letter addressed to the member at the registered address of the member;

(e) by sending it by means of electronic mail or facsimile or other means of electronic communication approved by the directors to the address of the member notified to the Company by the member for such purpose (or if not so notified, then to the address of the member last known to the Company).

57.3 Any notice served, given, sent or delivered in accordance with the foregoing regulations 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, given sent or delivered:

(a) in the case of hand delivery, at the time of delivery (or, if delivery is refused, when tendered);

(b) in the case of it being left, at the time that it is left;

(c) in the case of its being posted or couriered on any day other than a Friday, Saturday orSunday, 24 hours after despatch and in the case of its being posted or couriered:

(i) on a Friday - 72 hours after despatch; or

(ii) on a Saturday or Sunday - 48 hours after despatch;

(d) in the case of electronic means being used in relation to it, 12 hours after despatch.

57.4 In the case of joint holders of a share, all notices or other documents shall be sent to the joint holder whose name stands first in the register in respect of the joint holding. Any notice or other document so sent shall be deemed for all purposes sent to all the joint holders.

57.5 Every member shall be bound by a notice served, given, sent or delivered as aforesaidnotwithstanding that the Company may have notice of the death, insanity, bankruptcy, liquidation or disability of such member.

57.6 Notwithstanding anything contained in these regulations the Company shall not be obliged to take account of or make any investigations as to the existence of any suspension or curtailment of postal services within or in relation to all or any part of any jurisdiction or other area other than Ireland.

57.7 The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Company may be written (in electronic form or otherwise) or printed.

57.8 In this regulation "registered address" in relation to a member, means the address of the memberas entered in the register of members.

57.9 Section 218 of the Act does not apply.

LIABILITY OF OFFICERS

58 Fiduciary Duties Of Directors

For the purposes of section 228(1)(d) of the Act, a director is expressly permitted to use for his or her own, or anyone else's benefit, any of the Company's property (including computers, telephones, vehicles and accommodation) where such use is approved by the directors or by a person authorised by the directors or where such use is in the course of the discharge of the director's duties, responsibilities or employment obligations.

59 Indemnity for Officers

59.1 Subject to the provisions of the Act, the Company may indemnify any officer of the Companyagainst any liability incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any proceedings or application referred to in, or under, section 233 or 234 of the Act in which relief is granted to him or her by the court.

59.2 Every officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto.

Thisregulation shall only have effect in so far as its provisions are not void under section 235 of the Act.