

THE COMPANIES ACTS, 1908 to 1917

and

THE COMPANIES ACTS, 1963 to 2006

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 2nd October 1987
and
Amended by Special Resolution passed 27 September 1991)

of

ABBEY public limited company

Incorporated on the 10th day of July, 1936

No. 9245

Certificate of Incorporation

I HEREBY CERTIFY that TORC MANUFACTURING COMPANY, LIMITED is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at Dublin, this Tenth Day of July One Thousand Nine Hundred and Thirty-six.

<i>Fees and Deed Stamps</i>	£10 5 0
<i>Stamp Duty on Capital</i>	£50

J. J. LENNON,
Leas-Chlárathóir na gCumann gCo-Stuic.
(Assistant Registrar of Joint Stock Companies).

No. 9245

Certificate of Change of Name

I HEREBY CERTIFY that TORC MANUFACTURING COMPANY, LIMITED having, with the sanction of a Special Resolution of the said Company, and with the approval of the MINISTER FOR INDUSTRY AND COMMERCE, changed its name, is now called ABBEY LIMITED and I have entered such new name on the Register accordingly.

GIVEN under my hand at Dublin, this Tenth day of May, One Thousand Nine Hundred and Seventy-three.

M. SINSEOIN,
for Registrar of Companies.

No. 9245

Certificate of Incorporation on Re-registration as a Public Limited Company

I HEREBY CERTIFY that ABBEY PUBLIC LIMITED COMPANY is this day re-registered under the Companies Acts 1963 to 1983 and that the Company is a Public Limited Company.

Given under my hand at Dublin, this Twelfth day of April, One Thousand Nine Hundred and Eighty-four.

R. BURKE,
for Registrar of Companies.

MEMORANDUM OF ASSOCIATION

of

ABBEY public limited company

1. The name of the Company is Abbey public limited company.
2. The Registered Office of the Company will be situate in the Republic of Ireland.
3. The objects for which the Company is established are as follows:
 - (1) To carry on business as a *holding company* and to acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, mortgages, and obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise whether in Ireland or abroad or in any part of the world.
 - (2) To acquire any such shares, stock, 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 incident to the ownership thereof.
 - (3) To co-ordinate the administration, policies, management, research, trading and any and all other activities of and to act as financial advisers to and consultants in any company or group of companies now or hereafter formed or incorporated or acquired and to perform any services or undertake any duties to or on behalf of and in any other manner assist any such company or group and either without remuneration or on such terms as to remuneration as may be agreed.
 - (4) To carry on all or any of the following trades, businesses and industries, namely: the manufacture, import, export, assembly, maintenance, alteration, repair and improvement of office furniture, machinery, instruments, devices, fittings, fixtures and equipment and all parts thereof and accessories thereto; the manufacture and preparation of stencils, carbon papers, carbon or ink ribbons, inks, adhesives, pens, pencils, stationery and all other articles considered to be of use or convenience in the conduct of offices; printing, copying, bookbinding and publishing; and performing of all operations and processes ancillary to any of the matters aforesaid.

- (5) To carry on any business by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any such business, or for financing any such subsidiary company.
- (6) To purchase or otherwise acquire real chattel real and personal property of all kinds and in particular lands, tenements and hereditaments of any tenure whether subject or not to any charges or incumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements, or hereditaments.
- (7) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds, either perpetual or terminable and either redeemable or otherwise, and to charge and secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future, of the Company (including if thought fit, its uncalled capital) or otherwise howsoever.
- (8) To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.
- (9) 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 all or any of the same and generally to alter, develop and improve the lands and other property of the Company.
- (10) To establish, promote and otherwise assist any company or companies or associations for the purpose of acquiring all or any of the properties or liabilities of the Company or for furthering the objects of the Company or for the purpose of prosecuting or executing any undertaking, works, projects or enterprises of any description.
- (11) 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 or Directors or 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 operations or otherwise.
- (12) To remunerate by cash payment or allotment of shares or securities of the Company credited as fully paid up or otherwise any person or company for services rendered or to be rendered to the Company whether in the conduct or management of its business, or in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company or in or about the formation or promotion of the Company.
- (13) To enter into and carry into effect any arrangement for joint working in business or for sharing of profits or for amalgamation with any other company or

association or any partnership or person carrying on any business or proposing to carry on any business within the objects of the Company.

- (14) 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.
- (15) To draw, make, accept, endorse, discount, negotiate, and issue bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments.
- (16) To vest any real or personal property, rights or interest acquired by 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 favour of the Company.
- (17) To transact or carry on any other 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 of or facilitate the realisation of or render profitable any of the Company's property or rights.
- (18) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and to guarantee the performance of any contract or obligation and the payment of money of or by any person or company and generally to give guarantees and indemnities.
- (19) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's business and to regulate and discontinue the same.
- (20) To invest and deal with the monies of the Company not immediately required in such manner as from time to time may be determined.
- (21) To accept stocks 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 only partly paid up.
- (22) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person.
- (23) To enter into any arrangement with any government or local or other authority that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out and to exercise and comply with the same.
- (24) To procure the Company to be registered or recognised in any part of the United Kingdom of Great Britain and Northern 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.
- (25) To do all or any of the matters hereby authorised in any part of Ireland or of the United Kingdom of Great Britain and Northern Ireland or in any colony or dependency or possession thereof or in any foreign country or in any colony or dependency of any foreign country and either alone or in conjunction with or as trustee or agent for any other company or person or by or through any factors, trustees or agents.
- (26) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any

of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company.

- (27) 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.
- (28) To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or as are usually carried on in connection therewith.

The word "company" in this Clause except where used in reference to this Company, where the context so admits, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated or whether domiciled or registered in Ireland, Great Britain or Northern Ireland or elsewhere and the intention is that in the construction of this Clause the objects set forth in each of the foregoing sub-paragraphs shall, except where otherwise expressed in the same paragraph, be in no wise limited or deemed merely subsidiary or auxiliary by reference to or inference from the terms of any other paragraph in this Clause.

PROVIDED ALWAYS that the provisions of this Clause shall be subject to the Company obtaining where necessary for the purpose of carrying any of its objects into effect such licence, permit or authority as may be required by law.

4. The liability of the members is limited.

5. The share capital of the Company is €14,400,000 divided into 45,000,000 Shares of 32 cents each.

WE, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Claire O'Brien, 13 Kenilworth Square, Rathgar, Co. Dublin. Typist.	One Ordinary
Ita Doran, 18 Crumlin Road, Dublin. Typist.	One Ordinary

Dated this 3rd day of July, 1936

Witness to the above Signatures:

Ernst W. Proud,
12 Dawson Street,
Dublin.

Solicitor.

THE COMPANIES ACTS, 1963 to

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ABBEY public limited company

formerly Torc Manufacturing Company Limited

(Adopted by Special Resolution passed on 2nd October 1987
and
Amended by Special Resolution passes 27 September 1991)

TABLE A

1. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act 1908 or any Table A contained in any subsequent Companies Act, shall not apply to the Company except so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act, 1963
The Acts	The Companies Acts, 1963 to 1986 and every statutory modification or re-enactment thereof for the time being in force.
The Articles	These Articles of Association as from time to time amended or the regulations of the company for the time being in force.
The Board	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
The Office	The registered office of the Company.
The Seal	The Common Seal of the company.
Month	Calendar Month.
Paid up	Includes credited as paid up.
Dividend	Includes bonus.
In writing	Written, printed or lithographed, or visibly expressed in all or any of these or any other modes of representing or reproducing words.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and Words importing persons shall include corporations.

The expression "the Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary.

Subject as aforesaid, any words or expressions defined in the Acts shall bear the same meanings in these Articles.

BUSINESS

3. Any branch or kind of business which by the Memorandum of Association of the Company, or these Articles, is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Board at such time or times as they shall think fit, and further, may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with any such branch or kind of business.

4. The Office shall be at such place in the Republic of Ireland as the Board shall from time to time appoint.

SHARES

5. The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the capital of the Company or its holding company (if any) nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any), but nothing in this Article shall prohibit transactions permitted by the Acts.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe; whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the capital of the Company, such commission not to exceed 10 per cent of the price at which the shares are issued or an amount equivalent thereto.

7. Any such commission may be paid in cash or in fully paid shares of the Company, or partly in one way and partly in the other, as may be arranged. The requirements of Section 58, 59 and 125 of the Act and paragraph 3 of Part 1 of the Fifth Schedule to the Act shall be observed, so far as applicable.

8. Subject to the provisions of Article 52, any unissued shares shall be at the disposal of the Board, which may subject to the provision of the Acts allot, grant options over, or otherwise deal with or dispose of them to such person, at such times and generally on such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Acts and so that in the case of all shares issued by the Company, the amount payable on the share shall not be less than the nominal amount of the share and the whole of any premium thereon.

9. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other monies payable in respect of such share.