

# Companies Act 2014

## Form of Constitution of Private Company Limited by Shares

of

### PILLARTREE LIMITED

1. The name of the Company is: PILLARTREE LIMITED
2. The Company is a private company limited by shares, registered under Part 2 of the Companies Act 2014.
3. The liability of the members is limited.
4. The capital of the Company is divided into Ordinary shares of €1.00 each.

#### Supplemental Regulations

##### Interpretation and general

5. (a) The "Optional Provisions" (as that term is defined by section 54(1) of the Act) (with the exception of sections 43(3), 65, 144(3)(c), 165(1) and 178(2) of the Act) shall apply to the constitution of the Company save to the extent that they are disapplied, modified or supplemented by this constitution. (b) References to periods of time in the Optional Provisions shall not be altered by section 3 of the Act and to that extent the Optional Provisions are hereby modified in their application to the Company.
6. Unless otherwise provided in this constitution and in any provision of the Act which applies to this Company:

6.1(a) a reference to: the "Act" means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force; (b) a "Director" shall include an alternate director; (c) a "secretary" shall include any joint, assistant or deputy secretary; and (d) a "member" shall include a member's personal representatives in consequence of his or her death or bankruptcy and (e) a reference to: an AGM means the Annual General Meeting.

6.2(a) save as provided for in Regulation 5(b), a word or expression used in this Constitution which is not otherwise defined and which is also used in the Act shall have the same meaning here, as it has in the Act; and (b) the singular shall include the plural and vice versa.

##### Allotment, acquisition and transfer of shares

7. The following provisions apply to the allotment of shares (and 'allotment of shares' shall include issue of shares):
  - 7.1 for the purposes of section 69(1) of the Act, the allotment of shares (including redeemable shares) is authorised generally;
  - 7.2 for the purposes of section 69(3) of the Act, the general authorisation for the allotment of shares in the Company is not subject to any stipulation as to a period

during which the allotment may occur; and

7.3 for the purposes of section 69(12)(a)(i) of the Act, section 69(6) of the Act shall not apply, generally, to any allotment of shares in the Company.

8. The Company:

8.1 may give financial assistance for the purpose of an acquisition of its shares or, where the Company is a subsidiary, its holding company, and

8.2 is authorised, for the purposes of section 105(4)(a) of the Act, to acquire its own shares.

9. The Directors (and for the purposes of section 69(4)(a) of the Act, any committee of the Directors so authorised by the Directors and any person so authorised by the Directors or such committee) may without prejudice to section 158(1) of the Act:

9.1 allot, issue, grant options over and otherwise dispose of shares in the Company;

9.2 exercise the Company's powers under Regulation 8, on such terms and subject to such conditions as they think fit, subject only to the provisions of the Act.

10. Notwithstanding anything to the contrary contained in the Company's Constitution or in the Companies Act 2014 or in any agreement or arrangement applicable to any shares in the Company:

(a) the Directors shall promptly register any transfer of share(s) issued by the Company and shall not suspend registration thereof where such transfer:

(i) is to:

(A) a Secured Party; or

(B) any nominee of a Secured Party; or

(C) any transferee of, or buyer from, such Secured Party or nominee of such Secured Party (whether or not such transferee or buyer is a third party transferee or buyer); or

(D) any combination of the foregoing,

for the purpose of registering such party or parties as legal owner(s) of the relevant shares;

(ii) is delivered to the Company for the purposes set out at (i) above by or on behalf of a Secured Party, by its nominee(s), by any receiver appointed by it or by any buyer or transferee from a Secured Party or from any nominee of a Secured Party; and

(iii) is executed by (as appropriate) a Secured Party, its nominee(s) or any receiver appointed by it pursuant to any power of sale, right of

appropriation or other power under, or arising in respect of, the security over those shares created in favour of a Secured Party,

where “**Secured Party**” means any person or entity in whose favour such shares have been secured whether acting for its own benefit, or as agent, security agent, security trustee or otherwise for itself and/or another person or entity; and

- (b) no transferor or proposed transferor of any such shares, nor any party listed in (i) above, shall be subject to, or obliged to comply with, any rights of pre-emption contained in this Constitution or in any other arrangement or agreement applicable to any shares in the Company nor shall such person or entity be otherwise required to offer the shares which are or will be the subject of any transfer contemplated by this Regulation to any or all of the shareholders for the time being in the Company or to any other person or entity and no such shareholder, person or entity shall have any rights under this Constitution or otherwise to require that such shares be transferred to them for consideration or otherwise.

No resolution may be proposed or passed the effect of which would be to delete or amend this Regulation unless, for so long as a Secured Party holds security over shares in the Company, twenty-one days prior written notice is given to that Secured Party, which notice must be sent by pre-paid registered post to its registered office or principal place of business in the State, marked for the attention of the Company Secretary.”

- 11. The Directors may determine such procedures as they shall think fit in respect to the transmission of shares in the Company held by a body corporate that are transmitted by operation of law in consequence of a merger or division. The Company's 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, and the extension of that lien to all dividends payable on such share shall not apply where any such share has been secured in which case such lien shall rank behind any such security.

### **Directors and Secretaries**

- 12. The number of Directors, from time to time, shall be not less than one and not more than twelve.
- 13. Notwithstanding any other provision of this Constitution or any other agreement or document, the Company may from time to time by ordinary resolution appoint additional directors to the board of the Company, whether to replace directors removed under Section 146 of the Companies Act 2014, or as additional directors.

In addition to the circumstances described in sections 146, 148(2) and 196(2) of the Act, the office of Director shall be vacated —

13.1 ipso facto, if that Director -

- (a) resigns his or her office by notice in writing to the Company;

- (b) becomes subject to a declaration of restriction under section 819 of the Act and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated;
- (c) resigns his 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 unless otherwise resolved;
- (d) is adjudicated insolvent or bankrupt or makes any arrangement or compromise with his creditors generally (in any jurisdiction);
- (e) is removed from office by notice in writing to the Company: where there is a sole member, by the sole member or where there is more than one member, by any member or members having the right to attend and vote at a general meeting of the Company on a resolution to remove a Director and holding for the time being not less than 90% in nominal value of the shares giving that right; and

13.2 by resolution of the board of directors where that Director -

- (a) can no longer be reasonably regarded as possessing an adequate decision making capacity by reason of his or her health;
- (b) is sentenced to a term of imprisonment (whether or not the term is suspended) following conviction of a criminal offence in any jurisdiction;
- (c) is for more than six months absent, without the permission of the Directors, from meetings of the Directors held during that period;
- (d) is in full-time employment of the Company or the Company's holding company or a subsidiary of the Company's holding company, upon the termination of such employment;

and a Director so removed shall have no right to prior notice or to raise any objection to his or her removal from office but any removal (other than one initiated by the Director) shall be without prejudice to any claim for compensation or damages payable as a result of the removal also terminating any contract of service.

14. A Director is expressly permitted (for the purposes of section 228(1)(d) of the Act) to use vehicles, telephones, computers, accommodation and any other Company property where such use is approved by the board of Directors or by a person so authorised by the board of Directors or where such use is in accordance with a Director's terms of employment, letter of appointment or other contract or in the course of the discharge of the Director's duties or responsibilities or in the course of the discharge of a Director's employment.
15. Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with this Constitution. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by sections 228(1)(e)(ii) and

228(2) of the Act.

16. A Director may vote in respect of any contract, appointment or arrangement in which he or she is interested and shall be counted in the quorum present at the meeting and is hereby released from his or her duty set out in section 228(1)(f) of the Act and a Director may vote on his or her own appointment or arrangement and the terms of it.
17. The Director (the "appointer") may from time to time appoint any person to be an alternate director (the "appointee") and section 165(1) of the Act shall not apply.
18. Where any committee is established by the Directors:
  - 18.1 the meetings and proceedings of such committee shall be governed by the provisions of this constitution regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations imposed upon such committee by the Directors; and
  - 18.2 the Directors may authorise, or may authorise such committee to authorise, any person who is not a Director to attend all or any meetings of any such committee on such terms as the Directors or the committee think fit, provided that any such person shall not be entitled to vote at meetings of the committee.
19. The acts of the board of Directors or of any committee established by the board of Directors shall be valid notwithstanding any defect which may afterwards be discovered in the appointment or qualification of any Director.
20. The Directors may appoint an assistant company secretary and a deputy company secretary for such term, at such remuneration and upon such conditions as they may think fit; and any such person so appointed may be removed by them.

### **Meetings**

21. All business shall be deemed to be special business that is transacted at an extraordinary general meeting.
22. A 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 subsection) to attend and vote at such general meeting sign, before the latest date for the holding of that meeting, a written resolution under [section 193](#) —
  - a) acknowledging receipt of the financial statements that would have been laid before that meeting;
  - b) resolving all such matters as would have been resolved at that meeting; and
  - c) 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

### **Official seal**

23. The Company may have an official seal for use abroad.

### **Notices and publications**

24. The provisions of section 180(2) and (3) and section 181(3) of the Act shall apply to all notices required or permitted to be given under the Act or this constitution to any member and not just notices of general meetings.
25. For the purposes of section 338(5) of the Act, the Company's members agree that the documents referred to in section 338(2) of the Act may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in section 338(5)(c) of the Act may be sent to the member in accordance with section 218 of the Act.
26. For the purposes of section 218(3)(d) of the Act the use of electronic means to serve or give notice is permitted and each of the members of the Company hereby consent to the use of electronic means in the form of email to serve or give notices in relation to them and further agree to provide the Company with an email address to which notices may be served or given.
27. The provisions contained in section 218(5) of the Act shall apply to the Company.
28. In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.


### **Directors' Indemnification**

29. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act every director, secretary and other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

I, the person whose name and address and description are subscribed, wish to be formed into a company in pursuance of this constitution, and I agree to take the number of share(s) in the capital of the Company set opposite my name.

**NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

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<b>Name and Address of Subscriber</b>	<b>Number of Ordinary shares of €1.00 each taken by each subscriber</b>
GARY HARPUR APARTMENT 63 BLOCK C STONEYPATTER DUBLIN 7 IRELAND	100
Company Director	
Total Shares	100

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Signature in writing of the above subscriber, attested by witness as provided for below; or in authentication in the manner referred to in section 888.

Dated: 8 November 2022

**Witness to the above signatures: -**

Signature:  \_\_\_\_\_

Name: Sinead Floody

Address  
Company Bureau  
The Black Church,  
St. Mary's Place,  
Dublin 7

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