COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ

Form A1 - New Company Incorporation

Companies Act 2014. Application to incorporate a company Section: 22(2)/24

Submission Reference Number
SR2773559

Company Details	
Company Name	**MINA TREASURY SERVICES LIMITED**
Registered Address	**WATCH TOWER HOUSE NEWCASTLE, CO. WICKLOW , Dublin 2, Ireland, A63 RF61**
Submission Date	**02/07/2024**
Company Type	**LTD - Private Company Limited by Shares**
Company Email Address	**tudortrust@dilloneustace.ie**
Section 137 Bond	**No**

Place(s) in the State where the company proposes to carry out the activity

WATCH TOWER HOUSE
NEWCASTLE, CO. WICKLOW
A63 RF61

Central Administration Office

WATCH TOWER HOUSE
NEWCASTLE, CO. WICKLOW
A63 RF61

Appoint Director/Secretary Details	
Appointing Officer : 1	
Relationship Type	Director
First Name	Joachim
Last Name	Szewczyk
Occupation	Religious Occupation
Nationality	Germany
Date of Birth	15/12/1969
Address	Am Steinfels 1 65618 Selters Germany
The Director is an EEA Resident	
T1	No
Appointing Officer : 2	

Relationship Type	Director
First Name	Michael
Last Name	White
Occupation	Religious Occupation
Nationality	Ireland
Date of Birth	02/10/1974
Address	APARTMENT 105 CÚIRT SEOIGE BOHERMORE GALWAY Ireland H91 W5D8
The Director is an EEA Resident	
T1	No
Appointing Officer : 3	
Relationship Type	Secretary
Entity Type	Irish Registered Company
Company Number	192532
Company Name	TUDOR TRUST LIMITED
Address	33 SIR JOHN ROGERSON'S QUAY DUBLIN 2. DUBLIN 2 DUBLIN D02XK09
Individual who is signing on behalf of the firm	
Name	Derval Keane
Appointing Officer : 4	
Relationship Type	Director
First Name	David
Last Name	Petrus
Occupation	Religious Occupation
Nationality	United States
Date of Birth	29/05/1983
Address	40 Kings Drive Tuxedo Park NY 10987 United States
The Director is NOT an EEA Resident	
T1	No
Appointing Officer : 5	
Relationship Type	Director
First Name	Stephen Charles Hale
Last Name	Symonds
Occupation	Religious Occupation
Nationality	United Kingdom
Date of Birth	10/03/1971
Address	1 Kingdom Way Chelmsford CM2 8FW United Kingdom
The Director is NOT an EEA Resident	

T1	No

Issued Capital Totals	
Currency	**Total**
Euro(EUR)	10100000

Issued Capital Breakdown				
Currency	**Class**	**Num of Shares**	**Value Per Share**	**Total**
Euro(EUR)	Ordinary	10,100,000	1.00	10100000

Subscribers to Memorandum	
Subscriber : 1	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Mark Questell
Company Name	Watchtower Bible and Tract Society of New York, Inc.
Registered In	United States
Subscriber : 2	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Robert Ciranko
Company Name	Watch Tower Bible and Tract Society of Pennsylvania
Registered In	United States
Subscriber : 3	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Luke Thomas
Company Name	Watch Tower Bible and Tract Society of Britain
Registered In	United Kingdom
Subscriber : 4	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Steve Symonds
Company Name	International Bible Students Association
Registered In	United Kingdom
Subscriber : 5	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Steven Abbott
Company Name	The Kingdom Hall Trust
Registered In	United Kingdom
Subscriber : 6	**Subscriber**
Subscriber Type	Irish Registered Company
Signature for and behalf of	Michael White
Company Number	105861
Company Name	WATCH TOWER BIBLE AND TRACT SOCIETY OF IRELAND
Registered In	Ireland
Subscriber : 7	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Carsten Hinte
Company Name	Jehovas Zeugen in Deutschland K.d.ö.R.

Registered In	Germany
Subscriber : 8	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Jiro Nishikura
Company Name	Watch Tower Bible and Tract Society of Japan
Registered In	Japan
Subscriber : 9	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Graham Pratt
Company Name	Watch Tower Bible and Tract Society of Canada
Registered In	Canada
Subscriber : 10	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Andrew Weaver
Company Name	Testigos Cristianos de Jehová
Registered In	Spain
Subscriber : 11	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Giuseppe Comodi
Company Name	Congregazione Cristiana dei Testimoni di Geova
Registered In	Italy
Subscriber : 12	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Kåre Sæterhaug
Company Name	Jehovas vittnen
Registered In	Sweden
Subscriber : 13	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Kåre Sæterhaug
Company Name	Jehovas vitner
Registered In	Norway
Subscriber : 14	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Kåre Sæterhaug
Company Name	Vagttårnets Bibel- og Traktatselskab
Registered In	Denmark
Subscriber : 15	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Wieslaw Jasko
Company Name	Swiadkowie Jehowy w Polsce
Registered In	Poland
Subscriber : 16	**Subscriber**
Subscriber Type	Body Corporate Registered Abroad
Name	Kazuhito Sawahata
Company Name	Wachttoren-, Bijbel- en Traktaatgenootschap

Registered In	The Netherlands

Submission Attachments	
Type	**Description**
OTHER DIRECTORSHIP LIST	Directorships - Mina.pdf

Verification Details	
Signature Method	Signature Page Upload
Signature Type	Director
Person Name	Michael White
Signature Method	Signature Page Upload
Signature Type	Director
Person Name	Stephen Charles Hale Symonds
Signature Method	Signature Page Upload
Signature Type	Secretary
Company Name	TUDOR TRUST LIMITED
Signature Method	Signature Page Upload
Signature Type	Director
Person Name	Joachim Szewczyk
Signature Method	Signature Page Upload
Signature Type	Director
Person Name	Michael White
Signature Method	Signature Page Upload
Signature Type	Director
Person Name	David Petrus

Individual Details Signing on Behalf of a Company	
Name	Michael White
Individual Details Signing on Behalf of a Company	
Name	Stephen Charles Hale Symonds
Individual Details Signing on Behalf of a Company	
Name	TUDOR TRUST LIMITED
Individual Details Signing on Behalf of a Company	
Name	Joachim Szewczyk
Individual Details Signing on Behalf of a Company	
Name	Michael White
Individual Details Signing on Behalf of a Company	
Name	David Petrus

Presenter Details	
Presenter Name	Jessica Uzell (Dillon Eustace)
Presenter Address	DILLON EUSTACE SOLICITORS, 33 SIR JOHN ROGERSONS QUAY, DUBLIN 2, DUBLIN, Ireland, D02 XK09
Presenter Email	jessica.uzell@dilloneustace.ie
Presenter Telephone Number	016731750__________
Fé Phráinn Number	164

Presenter:
Dillon Eustace
DILLON EUSTACE SOLICITORS
33 SIR JOHN ROGERSONS QUAY
DUBLIN 2
DUBLIN
Ireland
D02 XK09

Submission Reference Number: SR2773559

Fé Phráinn Number: 164

Company Name: MINA TREASURY SERVICES LIMITED

3A10CC49C4887E17D856E342A8F474E

A1 - Declaration of compliance and section 24 declaration

The declaration is an unsworn declaration of compliance with all the legal requirements relating to the incorporation. It is a criminal offence (category 2 offence) pursuant to section 876 of the Companies Act 2014 for a person to knowingly or recklessly deliver a document to the CRO which is false in a material particular.

I
Michael White

of
105 Cuirt Seoige, Bohermore, Galway, Co. Galway, Ireland, H91 W5D8

do solemnly declare that I am a **Director** and that all the requirements of the Companies Acts in respect of the registration of the said company, and of matters precedent and incidental thereto have been complied with and that Form A1 has been completed in accordance with the Notes on Completion of Form A1.

I further declare that the purpose, or one of the purposes, for which the company is being formed is the carrying on by it of an activity in the State and it appears to me that the activity can be classified in accordance with the relevant classification system as follows:

NACE Code 6420: Activities of holding companies

and that the general nature of the activity is :

I further declare that the place or places in the State where it is proposed to carry on the activity is/are
WATCH TOWER HOUSE
NEWCASTLE, CO. WICKLOW
A63 RF61

and that the place where the central administration of the company will normally be carried on will be
WATCH TOWER HOUSE
NEWCASTLE, CO. WICKLOW
A63 RF61

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

Signature of declarant name as at top of page

Michael White this 12th day of July 2024.

Presenter:
DILLON EUSTACE SOLICITORS
33 SIR JOHN ROGERSONS QUAY
DUBLIN 2
DUBLIN
Ireland
D02 XK09

Consent Page - These documents will be sent back if they are not signed and dated

I hereby consent to act:
As **Director** of the aforementioned company and I acknowledge that as Director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.

____________________ Date 7/12/24

Signature of David Petrus

I hereby consent to act:
As **Director** of the aforementioned company and I acknowledge that as Director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.

____________________ Date 11/7/24

Signature of Stephen Charles Hale Symonds

I hereby consent to act:
As **Director** of the aforementioned company and I acknowledge that as Director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.

____________________ Date 07/11/2024

Signature of Joachim Szewczyk

I hereby consent to act:
As **Director** of the aforementioned company and I acknowledge that as Director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.

Michael White Date 12th July 2024

Signature of Michael White

I hereby consent to act:
As **Secretary** of the aforementioned company and I acknowledge that as Secretary I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.

Derval Keane Date 12/07/2024

Signature of Derval Keane on behalf of TUDOR TRUST LIMITED

Presenter:
DILLON EUSTACE SOLICITORS
33 SIR JOHN ROGERSONS QUAY
DUBLIN 2
DUBLIN
Ireland
D02 XK09

Subscribers to Memorandum

Mark L Questell

Subscriber

Signature of Mark Questell on behalf of Watchtower Bible and Tract Society of New York, Inc.

Subscriber

Signature of Robert Ciranko on behalf of Watch Tower Bible and Tract Society of Pennsylvania

Subscriber

Signature of Luke Thomas on behalf of Watch Tower Bible and Tract Society of Britain

Subscriber

Signature of Steve Symonds on behalf of International Bible Students Association

Subscriber

Signature of Steven Abbott on behalf of The Kingdom Hall Trust

Subscriber

Signature of Michael White on behalf of WATCH TOWER BIBLE AND TRACT SOCIETY OF IRELAND

Subscriber

Signature of Carsten Hinte on behalf of Jehovas Zeugen in Deutschland K.d.ö.R.

Subscriber

Signature of Jiro Nishikura on behalf of Watch Tower Bible and Tract Society of Japan

Subscriber

Signature of Graham Pratt on behalf of Watch Tower Bible and Tract Society of Canada

Subscriber

Signature of Andrew Weaver on behalf of Testigos Cristianos de Jehová

Subscriber

Signature of Giuseppe Comodi on behalf of Congregazione Cristiana dei Testimoni di Geova

Subscriber

Signature of Kåre Sæterhaug on behalf of Jehovas vittnen

Subscriber

Signature of Kåre Sæterhaug on behalf of Jehovas vitner

Subscriber

Signature of Kåre Sæterhaug on behalf of Vagttårnets Bibel- og Traktatselskab

Subscriber

Signature of Wieslaw Jasko on behalf of Swiadkowie Jehowy w Polsce

Subscriber

Signature of Kazuhito Sawahata on behalf of Wachttoren-, Bijbel- en Traktaatgenootschap

COMPANIES ACT 2014

PRIVATE COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MINA TREASURY SERVICES LIMITED

DILLON EUSTACE

33 Sir John Rogerson's Quay, Dublin 2, Ireland

9517529v1

COMPANIES ACT 2014

FORM OF CONSTITUTION OF PRIVATE COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MINA TREASURY SERVICES LIMITED

1. The name of the Company is: Mina Treasury Services 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 share capital of the Company is divided into ordinary shares of €1.00 each.

Supplemental Regulations

5. The optional provisions of the Act (as defined by section 54 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**").

Interpretation and general

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

6.2.

(a) 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.

6.3. any phrase introduced by the terms “including, “include” and “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;

6.4. a “person” includes any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture association or partnership (whether or not having a separate legal personality) and that person’s personal representatives, successors or permitted assigns;

6.5. a “company”, other than the Company, shall be construed so as to include any company, corporation or body corporate, wherever and however incorporated or established.

Allotment and acquisition 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 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:

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

8.2. exercise the Company's powers under Regulation 7, on such terms and subject to such conditions as they think fit, subject only to the provisions of the Act.

Transfer and Transmission of Shares

9. The following provisions apply to the transfer and transmission of shares:

9.1. The Directors may decline to register the transfer of any share in their absolute discretion and without assigning any reason for doing so.

9.2. The Directors' power to decline to register a transfer of shares shall not be subject to a time limit within which it must be exercised.

9.3. In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he or she was a sole holder, shall be the only persons recognised by the Company as having any title to his or her interest in the shares.

9.4. Nothing in Regulation 9.3 shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him or her with other persons.

9.5. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject to Regulation 9.6, elect either

9.5.1. to be registered himself or herself as holder of the share; or

9.5.2. to have some person nominated by him or her (being a person who consents to being so registered) registered as the transferee thereof.

9.6. The Directors shall, in either of those cases referred to in Regulation 9.5, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his or her death or bankruptcy, as the case may be.

9.7. If the person becoming entitled as mentioned in Regulation 9.5:

9.7.1. elects to be registered himself or herself, the person shall furnish to the Company a notice in writing signed by him or her stating that he or she so elects; or

9.7.2. elects to have another person registered, the person shall testify his or her election by executing to that other person a transfer of the share.

9.8. All the limitations, restrictions and provisions of Regulations 9.1 to 9.7 shall be applicable to a notice or transfer referred to in Regulation 9.7 as if the death or bankruptcy of the member concerned had not occurred and the notice or transfer were a transfer signed by that member.

9.9. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall, subject to Regulations 9.10 and 9.11, be entitled to the same dividends and other advantages to which he or she would be entitled if he or she were the registered holder of the share.

9.10. A person referred to in Regulation 9.9 shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

9.11. The Directors may at any time serve a notice on any such person requiring the person to make the election provided for by Regulation 9.5 and, if the person does not make that election (and proceed to do, consequent on that election, whichever of the things mentioned in Regulation 9.7 is appropriate) within 90 days after the date of service of the notice, the Directors may thereupon withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

9.12. The Company may charge a fee not exceeding €10.00 on the registration of every probate, letters of administration, certificate of death, power of attorney, notice as to stock or other instrument or order.

9.13. 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.

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

9.14.1 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 purchaser from, such Secured Party or nominee of such Secured Party (whether or not such transferee or purchaser is a third-party transferee or purchaser); 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 (a) above by or on behalf of a Secured Party, by its nominee(s), by any receiver appointed by it or by any purchaser 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

9.14.2 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.

10. The Company:

10.1. May, in accordance with section 82 of the Act, give financial assistance for the purpose of an acquisition of its shares or, where the Company is a subsidiary, its holding company, and

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

Directors and secretaries

11. The number of Directors, from time to time, shall be not less than one.

12. Directors may be appointed:

    12.1. by the members in general meeting, provided that no person other than a Director retiring at the meeting shall, save where recommended by the Directors, be eligible for election to the office of Director at any general meeting unless the requirements of Regulation 17 as to his or her eligibility for that purpose have been complied with;

    12.2. by notice in writing served on the Company by the Company's holding company and any such notice shall be effective from the date on which it is expressed to take effect.

13. 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 number as may be provided for in this Constitution.

14. A Director who is appointed pursuant to Regulation 13 shall not be required to retire at the next following annual general meeting.

15. The Company may from time to time, by ordinary resolution, increase or reduce the number of Directors provided that any resolution to appoint a director approved by the members that would result in the maximum number of Directors being exceeded shall be deemed to constitute an ordinary resolution increasing the number of Directors to the number in office following such a resolution of appointment.

16. 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 13, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

17. The following are the requirements mentioned in Regulation 12 for the eligibility of a person (the "person concerned") for election as a Director at a general meeting, namely, not less than three nor more than 21 days before the day appointed for the meeting there shall have been left at the Company's registered office:

    17.1. notice in writing signed by a member of the Company duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose the person concerned for such election; and

    17.2. notice in writing signed by the person concerned of his or her willingness to be so elected.

18. The company shall have a secretary, who may be one of the directors.

18.1. Anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the company authorised generally or specially in that behalf by the directors.

18.2. Subject to *section 25(5) of the Act*, the secretary shall be appointed by the directors of the company 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.

18.3. The directors of the company shall have a duty to ensure that the person appointed as secretary has the skills or resources necessary to discharge his or her statutory and other duties.

18.4. The cases to which Regulation 18.3 applies includes the case of an appointment of one of the directors of the company as secretary.

18.5. In the event that the company has only one director, that person may not also hold the office of secretary of the company.

18.6. In Regulations 18.3 to 18.5 references to a secretary include references to joint secretaries.

19. The Directors may appoint and remove an assistant company secretary and a deputy company secretary for such term, at such remuneration, and upon such conditions as they may think fit.

Vacation of office by Directors

20. A Director may be removed by notice in writing served on the Company by the Company's holding company. Any such notice shall be effective from the date on which it is expressed to take effect.

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

21.1. 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 (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

21.2. 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.

Directors' duties, conflicts of interest etc.

22. The Directors may have regard to the interests of the Company's holding company and to other companies in a group of which it is a member to the full extent permitted by the Act.

23. 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.

24. 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.

25. 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.

26. Where any committee is established by the Directors:

26.1. 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

26.2. 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.

27. 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.

28. The Directors may exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and, in particular, they may exercise the voting powers in favour of any resolution – (a) appointing the Directors or any of them as Directors or officers of such other company; or (b) providing for the payment of remuneration or pensions to the Directors or officers of such other company.

29. Any Director may notwithstanding that he or she may be or may be about to become a Director or officer of the other company referred to in Regulation 28, vote in favour of the exercise of such voting rights and as such or in any other way is or may be interested in the exercise of such voting rights in the foregoing manner.

30. A Director may hold any other office or place of profit (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.

31. No Director or intending 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.

32. In particular, neither shall:

32.1. any contract with respect to any of the matters referred to in Regulation 24, 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

32.2. 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.

33. Notwithstanding his or her interest, a Director may be counted in the quorum present at any meeting at which:

33.1. that Director or any other Director is appointed to hold any office or place of profit as is mentioned in Regulation 30; or

33.2. the terms of any such appointment are arranged and he or she may vote on any such appointment or arrangement.

34. A Director may, without prejudice to the provisions of section 228 of the Act, be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise.

35. A Director may act by himself or herself, or his or her firm, in a professional capacity for the Company; and any Director, in such a case, or his or her firm, shall be entitled to remuneration for professional services as if he or she were not a Director, but nothing in this Regulation authorises a Director, or his or her firm, to act as statutory auditor of the Company.

Directors' Remuneration and expenses

36. The remuneration of the Directors shall be such as is determined, from time to time, by the board of Directors and such remuneration shall be deemed to accrue from day to day.

37. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them:

37.1. in attending and returning from:

(a) meetings of the Directors or any committee; or

9.14.3 general meetings of the Company,

or

37.2. otherwise in connection with the business of the Company.

Directors' Indemnification

38. 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 under statute for which relief is granted to him or her by court.

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 or as a result of 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.

General power of management and delegation

39. 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 the Constitution, required to be exercised by the Company in general meeting, but subject to:

39.1. any regulations contained in this Constitution;

39.2. the provisions of the Act; and

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

40. No direction given by the Company in general meeting under Regulation 39.3 shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

41. Without prejudice to the generality of Regulation 39, Regulation 39 operates to enable, subject to a limitation (if any) arising under any of paragraphs 39.1 to 39.3 of it, the Directors exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or any third party, and the Directors may 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) or by any such methods, the performance of the obligations of, and repayment or payment of the principal amounts of any premiums, interest and dividends on any securities of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company’s subsidiary or holding company (as defined by sections 7 and 8 of the Act) or the holding company or other subsidiary of the Company’s holding company or otherwise associated with the Company in business.

42. The Directors may, without prejudice to section 40 of the Act, delegate any of their powers (including any power referred to in this Constitution) to such person or persons as they think fit, including committees. Any such person or committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

43. In Regulation 39, the reference to a power of the Company required to be exercised by the Company in general meeting includes a reference to a power of the Company that, but for the power of the members to pass a written resolution to effect the first-mentioned power's exercise, would be required to be exercised by the Company in general meeting.

44. Any defect which may be discovered in the appointment or qualification of any Director, committee member or delegee shall not invalidate the acts of the board of Directors or of any committee established by the board of Directors or any delegee of the board or any such committee prior to the discovery of the defect.

Chief Executive Officer

45. The Directors may from time to time appoint one or more of themselves to the office of Chief Executive Officer (by whatever name called including managing director) 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.

46. Without prejudice to any claim the person so appointed under Regulation 45 may have for damages for breach of any contract of service between the person and the Company, the person's appointment shall cease upon his or her ceasing, from any cause, to be a Director of the Company.

47. A Chief Executive Officer of the Company shall receive such remuneration whether by way of salary, commission or participation in the profits, or partly in one way and partly in another, as the Directors may determine.

48. Without prejudice to section 40 of the Act, the Directors may confer upon a Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and in conferring any such powers, the Directors may specify that the conferral is to operate either:

    48.1. so that the powers concerned may be exercised concurrently by them and the Chief Executive Officer; or

    48.2. to the exclusion of their own such powers.

49. The Directors may (a) revoke any conferral of powers under Regulation 48 or (b) amend any such conferral (whether as to the powers conferred or the terms, conditions or restrictions subject to which the conferral is made).

Meetings of Directors and committees

50. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. 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. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

51. All Directors shall be entitled to reasonable notice of any meeting of the Directors.

52. Nothing in Regulation 51 or any provision of the Act shall enable a person, other than a Director, to object to the notice given for any meeting of the Directors.

53. The quorum necessary for the transaction of the business of the Company may be fixed by the Directors, and unless so fixed shall be two but, where the Company has a sole Director, the quorum shall be one.

54. 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 in accordance with this Constitution 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.

Meetings of Directors by Conference

55. 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:

    55.1. 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

    55.2. 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.

Chairperson

56. 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.

Committees

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

58. A committee established under Regulation 57 (a “committee”) 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.

59. A committee may meet and adjourn as it thinks proper. 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 of the committee shall have a second or casting vote.

Unanimous written resolutions

60. In accordance with section 193(1) of the Act:

    60.1. 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 (a “unanimous written resolution”);

    60.2. if described as a special resolution a unanimous written resolution shall be deemed to be a special resolution within the meaning of the Act, and

    60.3. a unanimous written resolution may consist of several documents in like form each signed by one or more members.

61. A unanimous written resolution 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, it shall be taken that it was signed by him or her on that date.

62. Where a unanimous written resolution is not contemporaneously signed, the Company shall notify the members of the fact that the resolution has been passed, within 21 days after the date of delivery to it of the document or documents constituting the unanimous written resolution.

63. Within 14 days after the date of its passing the signatories of unanimous written resolution shall procure delivery to the Company of the documents constituting the unanimous written resolution and 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 and the Company shall retain those documents as if they constituted the minutes of a general meeting of the Company.

64. A unanimous written resolution within the meaning of Regulation 60 shall be ineffective to remove a Director or a statutory auditor (or so as not to continue the statutory auditor in office).

Majority written resolutions

65. An ordinary resolution and special resolution may be passed as majority written resolutions in accordance with sections 194 and 195 of the Act.

Written decision of sole member

66. At any time that the Company is a single-member company, its sole member may pass any resolution as a written decision in accordance with section 196 of the Act.

Meetings

67. All business shall be deemed to be special business that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the director(s) and auditors, the election of directors in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.

68. 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 of the Act:

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

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

68.3 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

Resolutions in Writing

69. A resolution in writing signed by each director or his alternate will be valid as if it had been passed at a meeting of the directors duly convened and held.

70. A resolution in writing signed by each member of a committee (or, in the case of a director, his alternate) will be as valid as if it had been passed at a meeting of that committee duly convened and held.

71. Subject to Regulations 69 and 70, where one or more of the Directors (other than a majority of them) would not, by reason of:

71.1 the Act or any other enactment;

71.2 this Constitution; or

71.3 a rule of law

be permitted to vote on a resolution such as is referred to in Regulations 69 and 70, 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 Regulations 69 and 70, shall be valid for the purposes of that subsection 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.

72. In a case falling within Regulation 71, 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.

73. For the avoidance of doubt, nothing in Regulations 69 to 72 dealing with a resolution that is signed by less 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 chairperson of that meeting, if a meeting had been held to transact the business concerned.

74. Any such resolution as is referred to in these Regulations may consist of one or two or more documents in the like form to the same effect, each signed by one or more of the signatories, and for all purposes shall take effect from the time that it is signed by the last such signatory.

Alternate Directors

75. Any director (the "appointer") of a 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 subject to the approval of any such appointment by the Board.

76. One or more persons may stand appointed at a particular time to be an alternate director as respects a particular Director, although only one alternate in respect of each Director may attend an individual meeting.

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

77.1. to notice of meetings of the Directors;

77.2. to attend at such meetings as a Director; and

77.3. 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.

78. Any appointment under Regulation 75 shall be effected by notice in writing given by the appointer to the Company.

79. Any appointment so made may be revoked at any time by the appointer or by an ordinary resolution of the members and Regulations 15 and 16 shall apply to each alternate director.

80. The revocation of such an appointment by the appointer shall be effected by notice in writing given by the appointer to the Company.

81. An appointee shall cease to be an alternate director ipso facto upon his or her appointer ceasing to be a Director.

82. The appointer and each appointee of that appointer shall be deemed to constitute but one and the same Director for the purposes of counting the number of Directors for all purposes under this Constitution or the Act, including for the purposes of determining the maximum number of directors, the quorum for a meeting of the Directors or a majority of the directors for the purposes of determining the approval of a resolution of the Directors or all the Directors for the purposes of a resolution in writing of the Directors.

Calls on shares

83. The Directors may from time to time make calls upon the members in respect of any consideration unpaid on their shares in the Company (whether on account of the nominal value of the shares or by way of premium), provided that in the case where the conditions of allotment or issuance of shares provide for the payment of consideration in respect of such shares at fixed times, the Directors shall only make calls in accordance with such conditions.

84. Each member shall (subject to receiving at least 30 days' notice specifying the time or times and place of payment, or such lesser or greater period of notice provided in the conditions of allotment or issuance of the shares) pay to the Company, at the time or times and place so specified, the amount called on the shares.

85. A call may be revoked or postponed at the Directors' determination.

86. A call shall, subject to the conditions of allotment or issuance of the shares be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments if specified in the call.

87. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of it.

88. If the consideration called in respect of a share or in respect of a particular instalment is not paid in full before or on the day appointed for payment of it, the person from whom the sum is due shall pay interest in cash on the unpaid value from the day appointed for payment of it to the time of actual payment of such rate, not exceeding five per cent per annum or such other rate as may be specified by an order under section 2(7) of the Act, as the Directors may determine, but the Directors may waive payment of such interest wholly or in part.

89. Any consideration which, by the terms of issue of a share, becomes payable on allotment or issuance or at any fixed date (whether on account of the nominal value of the share or by way of premium) shall, for the purposes of this Constitution, be deemed to be a call duly made and payable on the date on which, by the terms of issue, that consideration becomes payable, and in the case of non-payment of such a consideration, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such consideration had become payable by virtue of a call duly made and notified.

90. The Directors may, on the issue of shares, differentiate between the holders of different classes as to the amount of calls to be paid and the times of payment.

91. The Directors may, if they think fit:

91.1. receive from any member willing to advance such consideration, all or any part of the consideration uncalled and unpaid upon any shares held by him or her; and/or

91.2. pay, upon all or any of the consideration so advanced (until the amount concerned would, but for such advance, become payable) interest at such rate (not exceeding, unless the Company in a general meeting otherwise directs, five per cent per annum or such other rate as may be specified by an order under Section 2(7) of the Act) as may be agreed upon between the Directors and the member paying such consideration in advance.

92. The Company may:

92.1. acting by its Directors, make arrangements on the issue of shares for a difference between the shareholders in the amounts and times of payment of calls on their shares;

92.2. acting by its Directors, accept from any member the whole or a part of the amount remaining unpaid on any shares held by him or her, although no part of that amount has been called up;

92.3. acting by its Directors and subject to the Acts, pay a dividend in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others; and

92.4. by special resolution determine that any portion of its share capital which has not been already called up shall not be capable of being called up except in the event and for the purposes of the Company being wound up; upon the Company doing so, that portion of its share capital shall not be capable of being called up except in that event and for those purposes.

Dividends

93. The Directors may from time to time:

93.1. pay to the members such dividends (whether as either interim dividends or final dividends) as appear to the Directors to be justified by the profits of the Company, subject to section 117 of the Act;

93.2. before declaring 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 purpose 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; and

93.3. without placing the profits of the Company to reserve, carry forward any profits which they may think prudent not to distribute.

94. The dividend shall be a final dividend unless otherwise specified by the Directors at the time of declaring a dividend.

95. Where the Directors specify that a dividend is an interim dividend at the time it is declared, such interim dividend shall not constitute a debt recoverable against the Company and the declaration may be revoked by the Directors at any time prior to its payment provided that the holders of the same class of share are treated equally on any revocation.

96. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend (and to the rights of the Company under Regulations 113 to 117 and Regulation 100) all dividends shall be declared and paid such that shares of the same class shall rank equally irrespective of the premium credited as paid up on such shares.

97. If any share is issued on terms providing that it shall rank for a dividend as from a particular date, such share shall rank for dividend accordingly.

98. 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.

99. The Directors when 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, paid up shares, debentures or debenture stock of any other company or in any one or more of such ways.

100. Where any difficulty arises in regard to a distribution, the Directors may settle the matter as they think expedient and, in particular, may:

100.1. issue fractional certificates and fix the value for distribution of such specific assets or any part of them;

100.2. 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

100.3. vest any such specific assets in trustees as may seem expedient to the Directors.

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

101.1. by cheque or negotiable instrument sent by post directed to or otherwise 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 the joint holders may in writing direct; or

101.2. by transfer to a bank account nominated by the payee or where such an account has not been so nominated, to the account of a trustee nominated by the Company to hold such moneys

provided that the debiting of the Company's account in respect of the relevant amount shall be evidence of good discharge of the Company's obligations in respect of any payment made by any such methods.

102. Any such cheque or negotiable instrument referred to in Regulation 101 shall be made payable to the order of the person to whom it is sent.

103. Any one of two or more joint holders may give valid receipts for any dividends, bonuses 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.

104. No dividend shall bear interest against the Company.

105. Any dividend or distribution which has remained unclaimed for twelve years from the date of its declaration shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company. The payment by the Directors of any unclaimed dividend, distribution or other moneys payable in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

Variation of class rights

106. 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, subject to the provisions of the Acts whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three fourths 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 the class but not otherwise.

107. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

108. To every such separate general meeting held pursuant to Regulation 106 all the provisions of this Constitution relating to general meetings of the Company shall apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of that class (but so that if at any adjourned meeting of such members a quorum as above defined is not present those members who are present shall be a quorum). At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it). A demand for such a poll may be made, in accordance with section 189 of the Act, by (i) the chairperson of the meeting, (ii) at least 3 members present in person or by proxy, (iii) any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the company concerned having the right to vote at the meeting, or (iv) a member or members holding shares in the company concerned conferring the right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than 10 per cent of the total sum paid up on all the shares conferring that right. Each such person shall upon such poll have one vote in respect of every share of the class held by him respectively.

Variation of company capital

109. Section 83 of the Act shall apply to the Company and, in accordance with the provisions of that section, the Company may, by ordinary resolution, do any one or more of the following, from time to time:

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

109.2. 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;

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

109.4. 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;

109.5. without prejudice or limitation to Regulations 125 to 129 and the powers conferred on the Directors thereby convert any undenominated capital into shares for allotment as bonus shares to holders of existing shares; and

109.6. at any time that the Company's Constitution states an authorised share capital (in addition to its power to do any of the foregoing things):

(a) increase its share capital by new shares of such amount as it thinks expedient; or

(b) 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.

110. The Company may, by special resolution, convert any of its shares into redeemable shares, subject to the provisions of the Act governing the variation of rights attached to classes of shares and the amendment of a company's Constitution.

111. The rights conferred upon the holders of the shares of any class issued by the Company with preferred or other rights shall not be deemed to be varied by the creation or issue of further shares ranking pari passu therewith unless otherwise expressly provided by the terms of issue of the shares of that class

Reduction of company capital

112. Sections 84 to 87 of the Act shall apply to the Company and in accordance with the provisions of those sections, the Company may reduce its company capital in any way it thinks expedient and, without prejudice to the generality of the foregoing, may thereby:

112.1. extinguish or reduce the liability on any of its shares in respect of share capital not paid up;

112.2. either with or without extinguishing or reducing liability on any of its shares, cancel any paid up company capital which is lost or unrepresented by available assets; or

112.3. either with or without extinguishing or reducing liability on any of its shares, pay off any paid up company capital which is in excess of the wants of the Company.

Lien

113. 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.

113.1 Nothwithstanding anything to the contrary in Regulation 113, the Company's first and paramount lien on every share called or payable at a fixed time in respect of that share shall not apply where any such share has been mortgaged or charged by way of security in which event such lien shall rank behind any such security.

114. The Directors may at any time declare any share in the Company to be wholly or in part exempt from Regulation 113.

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

116. 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 (i) a sum in respect of which the lien exists is immediately payable; and (ii) the following conditions are satisfied:

116.1. a notice in writing has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his or her death or bankruptcy, stating and demanding payment of such part of the amount in respect of which the lien exists as is immediately payable; and

116.2. a period of 14 days after the date of giving of that notice has expired.

117. The following provisions apply in relation to a sale referred to in Regulation 116:

117.1. to give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser of them;

117.2. the purchaser shall be registered as the holder of the shares comprised in any such transfer;

117.3. the purchaser shall not be bound to see to the application of the purchase consideration, nor shall his or her title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale; and

117.4. the proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is immediately payable, and the residue, if any, shall (subject to a like lien for sums not immediately payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Forfeiture

118. 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.

119. The notice referred to in Regulation 118 shall:

119.1. 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

119.2. 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.

120. If the requirements of the notice referred to in Regulation 119 are not complied with, any share in respect of which the notice has been served may at any time after the day so specified (but before, should it occur, the payment required by the notice has been made) be forfeited by a resolution of the Directors to that effect.

121. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

122. A person whose shares have been forfeited shall cease to be a member of the Company in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all consideration which, at the date of forfeiture, were payable by him or her to the Company in respect of the shares, but his or her liability shall cease if and when the Company shall have received payment in full of all such consideration in respect of the shares.

123. A statement in writing that the maker of the statement is a Director or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the statement, shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share.

124. The following provisions apply in relation to a sale or other disposition of a share referred to in Regulation 117:

124.1. the Company may receive the consideration, if any, given for the share on the sale or other disposition of it and may execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of (the “disponee”);

124.2. upon such execution, the disponee shall be registered as the holder of the share; and

124.3. the disponee shall not be bound to see to the application of the purchase consideration, if any, nor shall his or her title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

Bonus issue of shares

125. The Directors may resolve to capitalise any part of a relevant sum (within the meaning of Regulation 126) by applying such sum in paying up in full unissued shares of a nominal value or nominal value and premium, equal to the sum capitalised, to be allotted and issued 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).

126. For the purposes of Regulation 125, “relevant sum” means:

126.1. any sum for the time being standing to the credit of the Company’s undenominated capital;

126.2. any of the Company’s profits available for distribution; or

126.3. any sum representing unrealised revaluation reserves.

127. The Directors may in giving effect to any resolution under Regulation 125 make:

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

127.2. 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.

128. Without limiting Regulation 127, the Directors may:

128.1. 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);

128.2. authorise any person, on behalf of all the members concerned, to enter 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 and any agreement made under such authority shall be effective and binding on all the members concerned.

129. Where the Directors 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:

129.1. credited by the Directors to undenominated capital, other than the share premium account; or

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

The common seal and the official seal

130. The Company's seal shall be used only by the authority of the Directors, a committee authorised by the Directors to exercise such authority or by any one or more persons severally or jointly so authorised by the Directors or such a committee, and the use of the seal shall be deemed to be authorised for these purposes where the matter or transaction pursuant to which the seal is to be used has been so authorised.

131. Any instrument to which a Company's seal shall be affixed shall be signed by any one of:

131.1. a Director;

131.2. the secretary; or

131.3. any other person authorised to sign by (i) the Directors or (ii) a committee or a person with the authority to use the seal under Regulation 130.

and the signature or countersignature of a second such person shall not be required.

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

133. The Company may have one or more duplicate common seals or official seals for use in different locations.

Notices and publications

134. The provisions of section 180(2) and (3) of the Act and Regulation 139 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.

135. 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 and Regulation 139.

136. Documents treated in accordance with Regulation 139 as sent to any person are to be treated as sent to him or her not less than 21 days before the date of a meeting if, and only if:

136.1. the documents are published on the website throughout a period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting; and

136.2. the notification given for the purposes of Regulation 135 is given not less than 21 days before the date of the meeting.

137. Any obligation by virtue of section 339(1) or (2) of the Act to furnish a person with a document may, unless the Company's Constitution provides otherwise, be complied with by using electronic communications for sending that document to such address as may for the time being be notified to the Company by that person for that purpose.

138. 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.

139. Subject to the provisions of the Act permitting a general meeting to be called by shorter notice, an annual general meeting and an extraordinary general meeting called for the passing of a Special Resolution shall be called by not less than twenty-one Clear Days' notice and all other extraordinary general meetings shall be called by at least fourteen Clear Days' notice which, in each case, shall specify the place the day and the hour of the meeting and in the case of special business the general nature of such business and in the case of an annual general meeting that the meeting is an annual general meeting and shall be given in the manner hereinafter provided to such persons as are under these presents or the conditions of issue of the Shares held by them entitled to receive notices from the Company:

139.1. in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);

139.2. in the case of its being left, at the time that it is left;

139.3. in the case of its being posted (to an address in the State), 24 hours after dispatch;

139.4. in the case of electronic means being used in relation to it, twelve hours after dispatch, but this Regulation is without prejudice to section 181(3) of the Act.

140. 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.

141. The provisions of Section 183 of the Act shall apply in relation to the appointment of a proxy save however that in Section 183(6) (a) and (b) the words "48 hours (or such lesser period as the Company's Constitution may provide)" shall be deleted so that a form of proxy may be served at any time before the commencement of the meeting to which it relates.

Winding up

142. The property of the Company on its winding up shall, subject to such application, be distributed among the members according to their rights and interests in the Company, subject to the provisions of the Act as to preferential payments.

143. Dividends declared by the Company more than six years preceding the commencement date of a winding up of the Company, being dividends which have not been claimed within that period of six years, shall not be a claim admissible to proof against the Company for the purposes of the winding up, unless the conditions of issue of the shares in question provide otherwise.

We, the undermentioned, whose name and address is subscribed, wish to be formed into a company in pursuance of this Constitution, and we agree to take the number of shares in the capital of the company set opposite our name.

Names, addresses and description of subscribers	Number of shares taken by each subscriber
Watchtower Bible and Tract Society of New York, Inc. 900 Red Mills Rd Wallkill NY 12589 United States Mark L Questell Mark Questell on behalf of Watchtower Bible and Tract Society of New York, Inc.	631,250
Watch Tower Bible and Tract Society of Pennsylvania 1630 Spring Run Rd Extension Coraopolis PA 15108 United States Robert Ciranko on behalf of Watch Tower Bible and Tract Society of Pennsylvania	631,250
Watch Tower Bible and Tract Society of Britain 1 Kingdom Way Chelmsford CM2 8FW United Kingdom Luke Thomas on behalf of Watch Tower Bible and Tract Society of Britain	631,250

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International Bible Students Association 1 Kingdom Way Chelmsford CM2 8FW United Kingdom Steve Symonds on behalf of International Bible Students Association	631,250
The Kingdom Hall Trust 1 Kingdom Way Chelmsford CM2 8FW United Kingdom Steven Abbott on behalf of The Kingdom Hall Trust	631,250
Watch Tower Bible and Tract Society of Ireland Watch Tower House Newcastle Co. Wicklow A63 RF61 Ireland Michael White on behalf of Watch Tower Bible and Tract Society of Ireland	631,250
Jehovas Zeugen in Deutschland K.d.ö.R. Grünauer Str. 104 Berlin 12557 Germany Carsten Hinte on behalf of Jehovas Zeugen in Deutschland K.d.ö.R.	631,250

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Watch Tower Bible and Tract Society of Japan 4-7-1 Nakashinden Ebinashi 243 Japan Jiro Nishikura ________________ Jiro Nishikura on behalf of Watch Tower Bible and Tract Society of Japan	631,250
Watch Tower Bible and Tract Society of Canada 13893 Highway 7 Georgetown L7G 4S4 Canada ________________ Graham Pratt on behalf of Watch Tower Bible and Tract Society of Canada	631,250
Testigos Cristianos de Jehová Carretera Torrejón-Ajalvir (M-108) km. 5 Ajalvir 28864 Spain ________________ Andrew Weaver on behalf of Testigos Cristianos de Jehová	631,250
Congregazione Cristiana dei Testimoni di Geova Via della Bufalotta 1281 Roma 00138 Italy Giuseppe Comodi ________________ Giuseppe Comodi on behalf of Congregazione Cristiana dei Testimoni di Geova	631,250

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Jehovas vittnen Derbyvägen 18 Malmö 212 35 Sweden Kåre Sæterhaug Kåre Sæterhaug on behalf of Jehovas vittnen	631,250
Jehovas vitner Røyskattveien 25 Ytre Enebakk 1914 Norway Kåre Sæterhaug Kåre Sæterhaug on behalf of Jehovas vitner	631,250
Vagttårnets Bibel- og Traktatselskab Stenhusvej 28 Holbaek 4300 Denmark Kåre Sæterhaug Kåre Sæterhaug on behalf of Vagttårnets Bibel- og Traktatselskab	631,250
Świadkowie Jehowy w Polsce ul. Warszawska 14 Nadarzyn 05-830 Poland Wiesław Jasko Wieslaw Jasko on behalf of Świadkowie Jehowy w Polsce	631,250

Wachttoren-, Bijbel- en Traktaatgenootschap Noordbargerstraat 77 Emmen 7812 AA The Netherlands Kazuhito Sawahata on behalf of Wachttoren-, Bijbel- en Traktaatgenootschap	631,250
Total shares taken	10,100,000

As appropriate:

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

Dated 12th July, 2024

Witness to the above signatures:

Signed:

Name: Eugen Wolfram Johannes Moritz
Address: Braunschweiger Str. 17, 37154 Northeim, Germany
Occupation: Wirtschaftsprüfer (Certified Accountant, Germany)

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