



COMPANIES HOUSE

BR2

Return by an overseas company subject to branch registration of
an alteration to constitutional documents

(Pursuant to Schedule 21A, paragraph 7(1) of the Companies Act 1985.)

This form should be completed in black.

Company number

FC 003748

Company name

AER LINGUS PUBLIC LIMITED COMPANY

Branch number

BR 003028

Branch Name

AS ABOVE.

CONSTITUTIONAL
DOCUMENTS

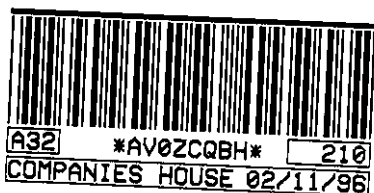
On 1,4,0,3,9,6 an alteration was made to the
constitutional document(s) of the company

* Delete as applicable

A copy of the new instrument is attached

* A certified translation is also attached

Note:- A company is only
required to make a return
in respect of a branch
where the document
altered is included amongst
the material registered in
respect of that branch.



Signed

* Director / Secretary / Permanent representative

Date

1. 11. 96

When completed, this form should be returned to the address overleaf

To whom should Companies
House direct any enquiries
about the information on
this form

Name

THOMAS HANLEY

Address

40 AER LINGUS GROUP PLC, DUBLIN AIRPORT,
Co Dublin

Telephone no. 7052486

COMPANIES ACTS, 1908 TO 1924

AND

COMPANIES ACTS, 1963 TO 1990

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AER LINGUS LIMITED

INCORPORATED 22nd day of May, 1936

Containing all amendments made up to
and including the 14th day of March, 1996

ARTHUR COX

Solicitors

41/45 St. Stephen's Green

Dublin 2

**COMPANIES ACTS, 1908 TO 1924
AND
COMPANIES ACTS, 1963 TO 1990**

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
AER LINGUS LIMITED**

(As amended by Special Resolution passed on the 14th March, 1996)

1. The name of the Company is Aer Lingus Limited.
2. The Company is to be a private limited company.
3. The objects for which the Company is established are:-
 - (A) To carry on and foster the business and pursuit of air transportation in all forms, both within Ireland and internationally.
 - (B) To inaugurate, operate, develop, promote, aid, finance and turn to account air, sea and land transport for passengers, mail, goods, livestock and traffic generally within Ireland and between Ireland and places outside Ireland and in and between other countries.
 - (C) To make, build, assemble, buy, hire or otherwise acquire, and to equip and furnish, work and use, and to improve, repair, maintain, tend, cleanse, store and warehouse, and to supply, sell, let, lend or otherwise dispose of, and generally to deal in aircraft and ships of every description, motors and motor vehicles, locomotives and engines, rolling stock, cars, trucks, cycles and conveyances.
 - (D) To be manufacturers, purveyors, buyers, sellers, hirers, charterers and repairers of and dealers in all kinds of parts, fittings, and accessories of aircraft, ships, motors and motor vehicles and other things in which the Company may deal, and also of and in all kinds of machinery, plant, apparatus, tools, furniture, equipments, lubricants, solutions, paints, enamels, and other articles of use, comfort or convenience which may serve any of the purposes of the Company.



- (E) To carry on the business of underwriters and to insure and re-insure property of all kinds and without prejudice to the generality of the foregoing the passengers, freights, goods, merchandise, cargo, earnings, and property whatsoever in or on board aeroplanes, vessels and craft of all descriptions whether the property of members of the Company or otherwise howsoever so far as the same may be effected or made according to law against every description of risk which may legally be undertaken and to underwrite, insure and re-insure all forms of liability.
- (F) To grant insurances against loss or damage arising from any contingency whatsoever or in consequence of the happening or non-happening of any event and to carry on and transact every kind of insurance business which now is or which may come to be incidental to or associated with any kind of insurance business generally or with the several classes of insurance business described in paragraph (E) above.
- (G) To effect as agents for others insurances of the kinds described in paragraphs (E) and (F) above.
- (H) To build, make, establish, acquire, provide, maintain, develop, manage, enlarge, alter, let or sell aerodromes, airports, landing grounds, seaplane bases, refuelling points, repair shops, hangars, sheds, accommodation, lights, beacons, wireless installations and other plant and equipment of every kind for or in relation to aircraft, to provide, equip and manage rest rooms, waiting rooms, lavatories, telephones and other accommodation and conveniences for the use of passengers, crews, clients and others to promote, assist and encourage aerial navigation in all its forms and the study or aeronautics and the development of all sciences connected therewith, and the design and construction of aircraft of every kind and description, whether now known or hereafter to be devised, to carry out investigations and research, to provide and carry on schools or make other arrangements for the instruction and training of pilots and crews to provide lectures and tuition in the operation of aircraft and in all matters connected therewith, and to grant certificates, diplomas and degrees and to establish competitions and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
- (I) To carry on all or any of the businesses of carriers by air, land or water, agents for, or managers of, aircraft and air transport services, shipowners, ship-brokers, shipping and other agents, chartering agents, forwarding agents, freight contractors, warehousemen, wharfingers, carmen, cargo contractors and agents, packers, hauliers, importers, exporters, refrigerators, motor car and omnibus proprietors, garage proprietors, dealers in oil and petrol, general commission agents, brokers and factors, photographers, surveyors and film producers.
- (J) To carry on all or any of the following businesses, namely proprietors and/or keepers of hotels, restaurants, cafes, refreshment rooms and reception rooms,

caterers, proprietors of residential flats, shops or offices, licensed victuallers, wine, beer and spirit merchants, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, booksellers, newsagents, confectioners, tobacconists, jewellers, florists, tailors, launderers, shoe repairers, souvenir and gift-shop proprietors, agents for carriers by rail, road, sea and air, banks and insurance companies, travel and ticket agents, theatrical and cinema and amusement box-office agents, entrepreneurs and general agents and operators of aircraft terminals.

- (K) To be photographers in the air and on land and on and under water.
- (L) To purchase, take on lease or in exchange, hire or otherwise acquire any lands and buildings whatsoever and wheresoever or any estate or interest in, or rights connected with, any such lands and buildings.
- (M) To develop and turn to account any land or property acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, adding to, furnishing and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to, borrowing money from and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (N) To make and carry into effect any agreements for pooling, or sharing assets or liabilities, profits or losses, or for co-operation, the provision of management assistance, joint adventure, special or reciprocal concessions, or for any other working arrangements with any companies or undertakings interested in business similar to any business which the Company may do, and by any such agreements or arrangements to confer special rights or privileges or interests in the undertaking and capital of the Company and in its control.
- (O) To do all sorts of publicity on behalf of the Company or on behalf of aeronautics generally or any branch thereof, or with a view to stimulating local interest therein in any place, and to promote and hold aviation meetings and festivals, exhibitions and competitions of any type whatever permitted by law, and to offer and give prizes and awards, and to obtain, print, publish and distribute literature, souvenirs, stamps, vignettes and other advertisements, and to give lessons and instructions in flying and with a view thereto to engage and employ aviators, engineers, lecturers, teachers, demonstrators and assistants.
- (P) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (Q) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities, evidence of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (R) To give remuneration for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing or procuring the underwriting of any shares, debentures or other securities of the Company or of any company in which the Company may be or proposes to become interested, or in or about the promotion of the Company or the conduct of its business whether by payments in cash or by the allotment of shares or securities of the Company, credited as paid up or partly paid up or otherwise.
- (S) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, brevets d'invention, trademarks or other exclusive or non-exclusive rights of any kind which may appear to be advantageous for the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient and to make experiments and tests and to carry on all kinds of research work.
- (T) To take or otherwise acquire and to hold shares and securities of any company, and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (U) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (V) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (W) To engage in currency exchange, interest rate and/or commodity or index linked transactions (whether in connection with or incidental to any other contract, undertaking or business entered into or carried on by the Company or whether as an independent object or activity) including, but not limited to, dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars, commodity or index linked swaps and any other foreign exchange, interest rate or commodity or index linked arrangements and such other instruments as are similar to or derive from any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate

exposure or any other purpose and to enter into any contract for and to exercise and enforce all rights and powers conferred by or incidental, directly or indirectly, to such transactions or termination of any such transactions.

- (X) To amalgamate or enter into partnership or any joint use or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company and to accept stock or shares in, or the debentures, mortgages or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from any such company, whether such shares shall be wholly or only partly paid up, and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal with any stock, shares, debentures, mortgages or other securities so received, and to give by way of consideration for any of the acts and things aforesaid, or property acquired, any stock, shares debentures, mortgages or other securities of this or any other company.
- (Y) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable provided that the Company shall not establish or acquire a subsidiary unless it has obtained the prior written approval of the Minister given with the consent of the Minister for Finance.
- (Z) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (AA) To invest and deal with the moneys of the Company not immediately required and in such manner as from time to time may be determined.
- (BB) To seek to have any provisional order or Act of the Oireachtas for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly to prejudice the Company's interests.
- (CC) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

- (DD) To act as managers, consultants, supervisors and agents of other companies, or undertakings, and to provide for such advisory, technical, purchasing, selling and other services, and to enter into such agreements as are necessary or advisable in connection with the foregoing.
- (EE) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (FF) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (GG) To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- (HH) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (II) To pay premiums in respect of any insurance policies for the benefit of, or to grant (in accordance with a scheme which has been approved by the Minister following consultation with the Minister for Finance) pensions or gratuities to, any employees or ex-employees and to officers and ex-officers including Directors and ex-Directors of the Company or its subsidiary or associated companies or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
- (JJ) To establish and contribute to any scheme for the purchase by trustees of shares in Aer Lingus Group plc or the Company to be held for the benefit of the Company's employees or the employees of any subsidiary or associated company in the Company and to lend or otherwise provide money to the trustees of such schemes or the Company's employees or the employees of any of its subsidiary or associated companies to enable them to purchase shares in Aer Lingus Group plc or the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or the employees of any of its subsidiary or associated companies or any of them. The terms and conditions of any scheme established under this paragraph must first have been approved by the Minister with the consent of the Minister for Finance. The aggregate amount of shares of Aer Lingus Group plc or the Company standing issued at any time as part of any scheme established under this paragraph shall not exceed 5 per cent of the total issued

share capital of Aer Lingus Group plc or the Company, as applicable. For the purpose of this memorandum the expression "associated company" means any company which is for the time being controlled directly or indirectly by the same corporation or body which controls the Company.

- (KK) To promote freedom of contract, and to resist, insure against, counteract and discourage interference therewith, to join any lawful Federation Union or Association, or do any other lawful act or thing with a view to preventing or resisting, directly or indirectly, any interruption of or interference with the Company's or any other trade or business, or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes.
- (LL) To distribute any of the property of the Company in specie among the members and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company.
- (MM) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (NN) To carry on any other business or do any other things (whether or not of a similar nature to those described in the preceding paragraphs of this clause) which may seem to the Company to be capable of being conveniently carried on or done in conjunction with its undertaking or to be calculated directly or indirectly to enhance the value of any of the property or rights of the Company.
- (OO) To do all such things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any wise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

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

NOTE: It is hereby declared that the word "company" in this clause (except where used in reference to this Company) shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and wherever domiciled and the intention is that the objects specified in each paragraph of this

clause, be in no wise limited, or restricted by reference to, or inference from, the terms of any other paragraph.

4. The liability of the members is limited.
5. *The share capital of the Company is £100,000, divided into 100,000 shares of £1 each with power from time to time to issue any shares of the capital, original or increased, with any preferential, special or qualified rights or conditions as to the payment of dividends or the distribution of assets, or voting rights, or otherwise, and to vary the Articles of the Company, as far as necessary to give effect to any such rights or conditions.
 - *(1) By Extraordinary Resolution passed on the 28th March 1947, the original share capital of £100,000 was increased to £5,000,000 by the creation of 4,900,000 shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing shares of the Company.
 - (2) By Special Resolution passed on the 16th February, 1964, the share capital of the Company was increased from £5,000,000 to £6,500,000 divided into 6,500,000 shares of £1 each.
 - (3) By Ordinary Resolutions passed on the 9th October, 1969 the existing 6,500,000 shares of £1 each in the capital of the Company were designated and called Ordinary Shares and the share capital of the Company was increased to £21,500,000 by the creation of 15,000,000 Preferred Ordinary Shares of £1 each.
 - (4) By Ordinary Resolution passed on the 14th December, 1978 the share capital of the Company was increased from £21,500,000 to £36,500,000 by the creation of 15,000,000 new Ordinary Shares of £1 each to rank *pari passu* in all respects with the existing Ordinary Shares of the Company.
 - (5) By Ordinary Resolution passed on the 20th December, 1994 the share capital of the Company was increased from £36,500,000 to £86,500,000 by the creation of 50,000,000 new Ordinary Shares of IR£1 each to rank *pari passu* in all respects with the existing Ordinary Shares of the Company.

Note: Pursuant to Section 28 of the Air Navigation and Transport Act, 1946, Clauses 6 and 7 of the Memorandum of Association were deleted by Extraordinary Resolution passed on the 28th March, 1947.

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

**NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS**

**NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER**

Sean O'hUadhaigh,
Solicitor,
12 Dawson Street,
Dublin M.2.

One

Thomas Joseph Flynn
14 Stephen's Green,
Dublin

One

Civil Servant

Dated the 9th day of April, 1936.

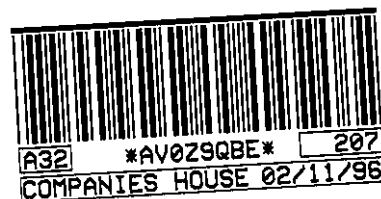
WITNESS to the all the above signatures:

TIMOTHY O'HANRAHAN,
38 Stephen's Green,
Dublin

Solicitor

**COMPANIES ACTS, 1908 TO 1924
AND
COMPANIES ACTS, 1963 TO 1990**

COMPANY LIMITED BY SHA



**ARTICLES OF ASSOCIATION
OF
AER LINGUS LIMITED**

(Amended by Special Resolution passed on the 14th March, 1996)

GENERAL

1. None of the regulations contained in Table "A" in the First Schedule to the Companies (Consolidation) Act, 1908, and none of the regulations in Part II of Table A of the First Schedule to the Companies Act, 1963, shall apply to the Company. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1963 (with the exception of regulations 8, 24, 47, 51, 54, 75, 77, 79, 84, 86, 91 to 112, 115, 125 to 129, and 138) shall apply to the Company subject to the alterations thereof contained herein and shall so far as not inconsistent herewith bind the Company and the members.
2. (a) In the Memorandum and Articles of Association of the Company, except where the subject matter or context requires otherwise, the following words shall have the meaning set out below;

"the Acts" means the Companies Acts, 1963 to 1990 including any modifications or re-enactments thereof for the time being in force;

"the 1963 Act" means the Companies Act, 1963;

"the 1990 Act" means the Companies Act, 1990;

"these Articles" means these articles of association as from time to time and for the time being in force;

"the Company" means the above named company;

"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any

person occupying the position of Director by whatever named called;

"the Minister" means the Minister for Transport, Energy and Communications of Ireland;

"the Minister for Finance" means the Minister for Finance of Ireland;

"the registered office" means the registered office for the time being of the Company;

"the register" means the register of members to be kept pursuant to Section 116 of the 1963 Act;

"the Seal" means the common seal of the Company;

"the Secretary" means the Secretary of the Company and any person appointed to perform the duties of the Secretary of the Company;

"the State" means Ireland;

"month" means calendar month;

- (b) Expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes or representing or reproducing words in a visible form. Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand.
- (c) Unless specifically defined herein or the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- (d) The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.
- (e) References in these Articles to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be from time to time being in force.
- (f) In these Articles words importing the masculine gender shall include the feminine and neuter, and vice versa, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms or companies.
- (g) References in these Articles to pounds or pence or £ or p shall mean the

currency for the time being of the State.

PRIVATE COMPANY

3. The Company is a private company and accordingly:
 - (a) the right to transfer shares is restricted in the manner hereinafter prescribed;
 - (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company) is limited to fifty, so, however, that where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this article, be treated as a single member;
 - (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
 - (d) the Company shall not have power to issue share warrants to bearer.

SHARE CAPITAL

4. The share capital of the Company at the date of the adoption of these presents as the Articles of Association of the Company is £86,500,000 divided into 71,500,000 Ordinary Shares of £1 each and 15,000,000 Preferred Ordinary Shares of £1 each. The following provisions shall apply in relation to the Preferred Ordinary Shares:-
 - (a) As regards capital: On a return of capital in a winding up or otherwise the holders of the Preferred Ordinary Shares shall be entitled to repayment of the capital paid up thereon in priority to all other shares but shall not have any further right to participate in the assets of the Company;
 - (b) As regards income: The Company may declare dividends on the Ordinary Shares and the Preferred Ordinary Shares at the same or different rates, or on the Ordinary Shares only, or on the Preferred Ordinary Shares only, Provided that the rate of dividend declared on the Preferred Ordinary Shares in any year shall not exceed 25 per cent;
 - (c) As regards voting: The Preferred Ordinary Shares shall not entitle the holders to receive notice of or attend or vote at any general meeting of the Company.
5. Without prejudice to any special rights previously conferred on the holders of existing shares, any share (including shares which the Company shall have power to issue under Section 207 of the 1990 Act or otherwise) may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to dividend,

voting, return of share capital or otherwise, as the Company may from time to time determine and any share may be issued on the terms that it is redeemable or at the option of the Company is liable to be redeemed. Subject to the provisions of the aforementioned Act, the redemption of such share may be effected in such manner as the directors may from time to time determine.

SHARE CERTIFICATES

6. Every person whose name is entered as a member in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of twelve new pence for every certificate after the first or such lower sum as the directors shall from time to time determine so however that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.

TRANSFER OF SHARES

7. No share in the capital of the Company may be transferred without the approval of the directors who may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.

PROXIES

8. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. The instrument may take any usual form or any form which the Directors may approve. A proxy need not be a member of the Company.
9. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be delivered to the chairman of the meeting or deposited at the office or at such other place in Ireland as is specified for that purpose in the notice convening the meeting at any time before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

MEETINGS OF THE COMPANY

10. Annual general meetings of the Company shall be held in the State unless in respect

of any particular such meeting either:

- (a) all the members entitled to attend and vote at such meetings consent in writing to its being held elsewhere; or
 - (b) a resolution providing that it be held elsewhere has been passed at the preceding annual general meeting.
11. (a) Subject to sections 133 and 141 of the 1963 Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by seven days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the day, the place and the hour of the meeting and in the case of special business the general nature of that business, and shall be given in a manner authorised by these regulations to such persons as are under the regulations of the Company entitled to receive such notices from the Company.
- (b) Subject to Section 140 of the 1963 Act concerning annual general meetings, all other meetings (including extraordinary general and class meetings of the members of the Company) may be conducted by the use of a conference telephone or similar facility provided that all the members of the Company and the auditors have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting and can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting and the members may be situated in any part of the world for any such meeting.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided a quorum of members shall be two, present in person or by proxy.
13. Subject to section 141 of the 1963 Act a resolution in writing signed by all of the members for the time being entitled to attend and vote on such resolutions at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in like form, each signed by one or more persons, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the 1963 Act. Any such resolution shall be served on the Company.
14. Any corporation which is a member of the Company may authorise such persons as it thinks fit to act as its representative at any meeting or meetings of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which here presents as that corporation could exercise if it were an individual member of the Company.

The corporation shall serve on the Company a copy of such resolution duly certified by a director or other officer of such corporation.

DIRECTORS

15. Unless otherwise determined by an ordinary resolution of the Company the number of Directors shall not be less than two or more than twelve. The Directors shall be appointed, and may be removed from office, by the Minister or, with the prior written consent of the Minister, by the chairman of Aer Lingus Group plc. The chairman of Aer Lingus Group plc may, with the consent of the Minister, be appointed on that person's own nomination to be the Chairman and/or a Director of the Company.
16. No Director shall be required to hold a share qualification but each Director shall nevertheless be entitled to receive notice of and to attend and speak at every general meeting of the Company, and regulation 136 of Part I of Table A shall be modified accordingly.
17. The Directors (including the Chairman) shall hold office upon such terms and conditions as the Minister may with the consent of the Minister for Finance determine when appointing them.

MANAGING DIRECTORS

18. A Managing Director or Joint Managing Director may be appointed from time to time from amongst the Directors of the Company and shall hold the office to which he is appointed for such term and upon such terms and conditions (including terms and conditions relating to superannuation benefits) as may be determined by the Company with the written approval of the Minister with the consent of the Minister for Finance. A person appointed Managing Director or Joint Managing Director may be removed from office at any time by the Minister.

POWERS AND DUTIES OF DIRECTORS

19. The business of the Company shall be managed by the Directors in such manner as they think most expedient, and in addition to the powers and authorities by these presents or otherwise expressly conferred upon them they may exercise all such powers and do all such acts or things as may be exercised or done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company in general meeting or by the Minister, subject nevertheless to such directions being not inconsistent with any regulation of these Articles or the provisions of any statute as may be given by the Company in general meeting; provided that no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such direction had not been given, and that the provisions contained in these Articles as to any specific

power of the Directors shall not be deemed to abridge the general power hereby given and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

20. Without prejudice to the generality of the last preceding Article, the Directors may delegate any of their powers to any managing Director or any Director holding any other executive office and to any committee consisting of one or more Directors together with such other persons (if any) as may be appointed to such committee by the Directors provided that a majority of the members of each committee appointed by the Directors shall at all times consist of Directors and that no resolution of any such committee shall be effective unless a majority of the members of the committee present at the meeting at which it was passed are Directors. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of Directors so far as they are capable of applying.
21. The Directors, from time to time and at any time by power of attorney under seal, may appoint any company, firm or person or fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit. Any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Directors may think fit and may authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
22. Without prejudice to the generality of the foregoing, the Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in the State or elsewhere, and may appoint any persons to be members of such committees, local boards or agencies and may fix their remuneration and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Directors with power to sub-delegate and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith with any such committee, local board or agency, without notice of any such removal, annulment or variation shall be affected thereby.
23. Without in any way restricting the deliberate generality of the foregoing powers, the Directors shall have power to do and perform in the name and on behalf of the Company, the several matters and things hereinafter specified, that is to say:-
 - (a) to appoint any person or persons (whether or not a Director or Directors of the Company), to hold any property belonging to the Company or in which it is interested in trust for the Company or for any other purposes and execute and do all such instruments and things as may be requisite in relation to any

such trust;

- (b) to exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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;
 - (c) from time to time to provide for the management of the affairs of the Company outside Ireland either through or without local agencies.
24. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any 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.
25. (a) Where at a meeting of the Directors of the Company any of the following matters arises, namely:
- (i) an arrangement to which the Company is a party or a proposed such arrangement, or
 - (ii) an agreement with the Company or a proposed such agreement, then (in accordance with Section 194 of the 1963 Act) any Director of the Company present at the meeting who, otherwise than in his capacity as a Director or as the chief executive officer of the Company (whether called the general manager, the manager or by any other name), is in any way, whether directly or indirectly, interested in the matter shall at the meeting disclose to the Company the fact of such interest and the nature thereof and shall not vote on a decision relating to the matter, and where an interest is disclosed pursuant to the foregoing requirements, the disclosure shall be recorded in the minutes of the meeting of the Directors concerned and for so long as the matter to which the disclosure relates is being dealt with by the meeting the Director by whom the disclosure is made shall not be counted in the quorum present at the meeting.
- (b) A Director shall be entitled (in the absence of some other material interest than is indicated below) to vote (and be counted in the quorum) in respect of any resolutions concerning any of the following matters, namely:-

- (i) the giving of any security, guarantee or indemnity to him in respect of obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiary or associated companies;
 - (ii) any proposal concerning any offer of shares or debentures or other securities of or by the Company or any of its subsidiary or associated companies for subscription, purchase or exchange in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
 - (iii) any proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he is not the holder of or beneficially interested in 1% or more of the issued shares of any class of such company or of the voting rights available to members of such company (or of a third company through which his interest is derived) (any such interest being deemed for the purposes of this Article to be a material interest in all circumstances);
 - (iv) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval for taxation purposes by the appropriate Revenue authorities;
 - (v) any proposal concerning the adoption, modification or operation of any scheme for enabling employees (including full time executive Directors) of the Company and/or any subsidiary thereof to acquire shares in the Company or any arrangement for the benefit of employees of the Company or any of its subsidiaries under which the Director benefits or may benefit;
 - (vi) any proposal concerning any insurance which the Company is empowered to purchase or maintain for or for the benefit of any Directors of the Company or for persons who include Directors of the Company provided that for the purposes of this paragraph insurance shall mean only insurance against liability incurred by a Director in respect of any such act or omission by him as is referred to in Article 37 or any other insurance which the Company is empowered to purchase or maintain for or for the benefit of any groups of persons consisting of or including directors of the Company.
- (c) Where at a meeting of Directors of the Company a question arises as to whether or not a course of conduct, if pursued by a Director would be a failure by him to comply with the requirements of this Article, the question may be determined by the chairman of the meeting whose decision shall be final and in case such a question is so determined, particulars of the determination shall be recorded in the minutes of the meeting. For the

purposes of this Article, an interest of a person who is the spouse or a minor child of a Director shall be treated as an interest of the Director. The Company by ordinary resolution may suspend or relax the provisions of this article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

26. (a) The Directors may provide benefits, whether by way of pensions, gratuities or otherwise, for any Director, former Director or other officer or former officer of the company or to any person who holds or has held any employment with the company or with any body corporate which is or has been a subsidiary or associated company of the Company or a predecessor in business of the Company or of any such subsidiary or associated company and to any member of his family or any person who is or was dependent on him and may set up, establish, support, alter, maintain and continue any scheme for providing all or any such benefits and for such purposes any Director accordingly may be, become or remain a member of, or rejoin, any scheme and receive or retain for his own benefit all benefits to which he may be or become entitled thereunder. The Directors may pay out of the funds of the Company any premiums, contributions or sums payable by the Company under the provisions of any such scheme in respect of any of the persons or class of persons above referred to who are or may be or become members thereof.
- (b) Without prejudice to the provisions of Article 37, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, or employees or Auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has an interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

DIRECTORS CEASING TO HOLD OFFICE

27. The office of a Director shall be vacated:-

- (i) if he delivers to the Board or to the Secretary of the Company a notice in writing of his resignation of his office of Director;
- (ii) if he is restricted or disqualified from acting as a director of any company under the provisions of Part VII of the 1990 Act;

- (iii) if he becomes a bankrupt, makes any declaration of insolvency or suspends payment or compromises with his creditors;
- (iv) if, in the opinion of a majority of his co-Directors, he becomes of unsound mind or of health so infirm as to be incapable of managing his affairs, or dies;
- (v) if he is removed from office by the Minister in accordance with Section 9(a) of the Air Companies (Amendment) Act, 1993;
- (vi) if he is nominated either as a candidate for election to either House of the Oireachtas or as a member of Seanad Eireann;
- (vii) if he is convicted of an indictable offence, unless the Directors otherwise determine;
- (viii) if he shall have been absent for more than six consecutive months without permission of the Directors from meetings of the Directors held during that period and the Directors pass a resolution that by reason of such absence he has vacated office.

PROCEEDINGS OF DIRECTORS AND COMMITTEES

28. (a) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting of Directors shall be determined by a majority of votes of the Directors present, every Director having one vote. In case of an equality of votes at any such meeting the Director acting as Chairman thereat shall have a second or casting vote.
- (b) A meeting of the Directors may be summoned by the Chairman or by the Secretary, upon the request of at least two Directors.
- (c) Until otherwise determined by the Directors, four Directors shall constitute a quorum.
- (d) Notice of a meeting of the Directors shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing by delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the Directors to him at his last known address or any other address given by him to the Company for this purpose. Any Director may waive notice of any meeting and any such waiver may be retrospective. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to any Director who, being a resident of the State, is for the time being absent from the State.
29. If at any meeting the Chairman is not present at the time appointed for holding the

same, the Directors present shall choose some one of their number to be chairman of such meeting. The omission to elect a chairman shall not invalidate any act done by the Directors.

30. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions, by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number the quorum shall be four. The continuing Directors or sole Directors may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed as the quorum, they may act only for the purpose of calling a general meeting.
31. All committees of Directors shall in exercise of the powers delegated to them, and in the transaction of business, conform to any mode of proceedings and regulations which may be prescribed by the Directors.
32. The Directors shall cause proper Minutes to be made of their proceedings.
33. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors shall be as valid and effectual as a resolution duly passed at a meeting of the Directors. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors.
34. Any Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting.
35. All acts done by the Directors or by a committee or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person or persons acting as aforesaid, or that they or any of them were or was disqualified or had in any way vacated their or his office, be as valid as if every such person had been duly appointed and was duly qualified to be a Director.

INDEMNIFICATION OF OFFICERS

36. Every Director, Manager, Trustee, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company for any travelling expenses and other costs, charges and expenses and losses properly incurred by him in or about the discharge of his duties, and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

37. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 391 of the 1963 Act in which relief is granted to him by the court.

BORROWING POWERS

38. The Company may, with (but only with) the consent of the Minister for Finance given after consultation with the Minister, borrow money (including money in a currency other than the currency of the State) upon such terms and conditions as may be approved of by the Minister for Finance by such means as it thinks fit.
39. Without prejudice to the generality of the foregoing Article the Company may, with the consent of the Minister for Finance given after consultation with the Minister, borrow money by means of the creation of stock or other forms of security to be issued, transferred, dealt with and redeemed in such manner and on such terms and conditions as the Company may, with the consent aforesaid given after the consultation aforesaid, determine.
40. The borrowing powers of the Company may be exercised for any purpose arising in the performance of the functions of the Company.
41. The terms upon which moneys are borrowed by the Company may, subject to the consent of the Minister for Finance given after consultation with the Minister include provisions charging the moneys and interest thereon upon all property of whatsoever kind for the time being vested in the Company or upon any particular property of the Company and provisions establishing the priority of such charges amongst themselves and in relation to charges in respect of advances made, whether before or after the passing of the Air Companies Act, 1966, to the Company out of the Central Fund and such terms may, notwithstanding anything to the contrary in any enactment, provide that any charge in respect of moneys so borrowed may rank before or equally with charges in respect of such advances.
42. The total amount borrowed by the Company shall not exceed such amount as may be sanctioned by the Minister for Finance from time to time.
43. The Company shall if so required by the Minister for Finance give to that Minister such security (including in particular debentures) as may be specified in the requisition for the purpose of securing to the Minister for Finance the repayment of any moneys which he may be liable to pay or has paid under any guarantee issued by him, in respect of the obligations of the Company under Section 2 of the Air Companies (Amendment) Act, 1976 or any Act amending or replacing the same.

ACCOUNTS

44. (a) The Directors shall cause to be kept proper books of account, whether in the form of documents or otherwise, that:-
- (i) correctly record and explain the transactions of the Company;
 - (ii) will at any time enable the financial position of the Company to be determined with reasonable accuracy;
 - (iii) will enable the Directors to ensure that any balance sheet, profit and loss account or income and expenditure account of the Company complies with the requirements of the Acts; and
 - (iv) will enable the accounts of the Company to be readily and properly audited.
- (b) Books of account shall be kept on a continuous and consistent basis and entries therein shall be made in a timely manner and be consistent from year to year. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- (c) The books and accounts shall be kept at the registered office or at such other place or places as the Directors may think fit and shall be open at all reasonable times to the inspection of the Directors.
45. The Directors shall from time to time determine whether and to what extent and at what time and places, and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members and no member shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors. The register of members shall be open for inspection to any member or other person entitled to inspect the same and any person other than a member inspecting the same shall pay a fee of five pence.
46. In accordance with the provisions of the Acts, the Directors shall lay before each annual general meeting of the Company a profit and loss account, balance sheet, group accounts and reports as are required by the Acts to be prepared and laid before such meeting. Such profit and loss account, balance sheet, group account and reports shall also be drawn up in compliance with any additional requirements as the Minister after consultation with the Minister for Finance shall direct. If the Minister so directs, the Directors shall, as soon as may be at the end of every accounting year of the Company, furnish to the Minister a copy of such profit and loss account and balance sheet duly audited by the Auditors of the Company.
47. Every such balance sheet shall be accompanied by a report of the Directors as to the state and condition of the Company and as to the amount which they recommend to

be paid out of the profits by way of dividend to the members and the amount (if any) which they propose to carry to reserve. If the Minister so directs, the Directors shall transmit a copy of every such report to the Minister.

48. A copy of such balance sheet, profit and loss account, Directors' and Auditors' reports shall twenty-one days previous to the annual general meeting be sent to every member of the Company, every Director and every person entitled under the Acts to receive them.
49. The Directors shall furnish to the Minister such information as he may require in respect of any profit and loss account or balance sheet or report of the Company or in relation to the policy and operations of the Company.

THE SEAL

50. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be counter-signed by the secretary or by a second Director or by some other person appointed by the Directors for that purpose.

NOTICES

51. (a) Any notice required to be given by the Company to any person ("the recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the Directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, electronic mail or other method of communication approved by the directors.
- (b) Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these articles to be sent to or served on the Company shall be in writing sent to or served on the Company at its registered office or its principal place of business in Ireland, and may be sent or served by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the Directors, and may bear a printed or facsimile signature of the person or persons required by these articles to sign such document. The communication of such a document by such means shall be confirmed as soon as possible by

delivery to the Company at its registered office or principal place of business in Ireland of such document bearing an original signature of the person by whom it is required to be signed but (provided that the Directors are satisfied as to the authenticity of the document communicated as aforesaid) shall be acted upon by the Company and the Directors meanwhile; provided that any such document shall be valid and effective for all purposes notwithstanding that for any reason the document is not subsequently so confirmed. Any such document shall take effect, in the absence of any agreement to the contrary between the Company and the person by whom or on whose behalf the document was sent or served, at the time of receipt in the case of delivery and post, and at the expiration of six hours after receipt thereof at the Company's registered office or principal place of business in Ireland in any other case.

CAPITALISATION OF PROFITS

52. The words "sections 62 and 64 of the Act 2 in regulation 130 of Part 1 of Table A shall be deleted and the words "Section 62 of the Act and Part XI" of the 1990 Act shall be substituted therefor.