

# Special Resolutions of Shareholders

## **Annual General Meeting held on 24 October 2011**

Special Resolution authorising the Memorandum and Articles of Association of the Company be amended to reflect the increase in authorised share capital of the Company from €6,750,000 to €11,125,000 by the creation of 350,000,000 new ordinary shares of €0.0125 each in the capital of the Company each ranking *pari passu* with the existing ordinary shares of €0.0125 each so that the authorised share capital of the Company will be €11,125,000 divided into 700,000,000 ordinary shares of €0.0125 each and 38,000,000 deferred shares of €0.0625 each.

Special Resolution authorised the directors generally and unconditionally to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of the Companies (Amendment) Act 1983, until the next annual general meeting of the Company to be held in 2012, unless and to the extent that such authority is renewed, revoked or extended prior to such date.

Special Resolution empowered the directors pursuant to sections 23 and 24 (1) of the Companies (Amendment) Act 1983 to allot within the meaning of said section 23 for cash as if section 23 (1) of the said Act did not apply to any such allotment, provided that this power shall expire on the conclusion of the next annual general meeting of the Company to be held in 2012, unless and to the extent that such authority is renewed, revoked or extended prior to such date.

The Special Resolutions approved at the October 24, 2011 Annual General Meeting replace the authorities granted at the September 28, 2010 meeting.

## **Annual General Meeting held on 28 September 2010**

Special Resolution authorised the directors generally and unconditionally to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of the Companies (Amendment) Act 1983 for the period to 10 December 2011, unless and to the extent that such authority is renewed, revoked or extended prior to such date.

Special Resolution empowered the directors pursuant to sections 23 and 24 (1) of the Companies (Amendment) Act 1983 to allot within the meaning of said section 23 for cash as if section 23 (1) of the said Act did not apply to any such allotment, provided that this power shall expire on 10 December 2011, unless and to the extent that such authority is renewed, revoked or extended prior to such date.

The Special Resolutions approved at the September 28, 2010 Annual General Meeting replace the authorities granted at the September 25, 2008 meeting.

## **Annual General Meeting held on 25 September 2008**

Special Resolution authorised the directors generally and unconditionally to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of the Companies (Amendment) Act 1983, for the period to 10 December, 2013, unless and to the extent that such authority is renewed, revoked or extended prior to such date.

Special Resolution empowered the directors pursuant to sections 23 and 24 (1) of the Companies (Amendment) Act 1983 to allot within the meaning of said section 23 for cash as if section 23 (1) of the said Act did not apply to any such allotment, provided that this power shall expire on 10 December 2013, unless and to the extent that such authority is renewed, revoked or extended prior to such date.

**Annual General Meeting held on 22 June 2005,**

Special Resolution adopted new Articles of Association. (See Current Constitutional and Admission Documents)

The share capital of the Company was increased to €6,750,000 divided into 350,000,000 ordinary shares of €0.0125 each and 38,000,000 deferred shares of €0.0625 each.

Article 6 (a) of the Articles authorised the directors generally and unconditionally to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of the Companies (Amendment) Act 1983 for the period to 10 December, 2008 unless and to the extent that such authority is renewed, revoked or extended prior to such date.

Article 6 (b) of the Articles empowered the directors pursuant to sections 23 and 24 (1) of the Companies (Amendment) Act 1983 to allot within the meaning of said section 23 for cash as if section 23 (1) of the said Act did not apply to any such allotment, provided that this power shall expire on 10 December 2008 unless and to the extent that such authority is renewed, revoked or extended prior to such date.

Last revised 1 November, 2011