

Companies Act, 2014

Private Company Limited By Shares

Constitution

J.G. Carlin & Co. Limited

Chartered Certified Accountants,
Statutory Auditors & Tax Advisors

File No.

5130

22 FEB 2024

Initials

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I Certify That This Is A True

Copy Of The Original Handed To Me By

Name... James O'Donnell

Signed... [Signature]

Date... 22/2/24

COMPANIES ACT 2014

FORM OF CONSTITUTION OF A PRIVATE COMPANY LIMITED BY SHARES

CONSTITUTION
OF
SKYVILLE LIMITED

1. The name of the company is SKYVILLE 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 €100,000 divided into 100,000 Ordinary shares of €1.00 each. The share capital of the company is divided into shares of €1.00 each.
5. The regulations contained in the Act shall apply to the company, and together with the Regulations hereinafter contained, shall constitute the Regulations of the Company save in so far as they are hereby varied or excluded.

SHARES

6. The Directors are generally and unconditionally authorised to exercise all powers of the Company to allot shares of the Company relevant up to a maximum aggregate of the number of unissued shares in the capital of the Company from time to time and they may grant options over or otherwise dispose of shares to such persons as they may consider to be in the best interest of the company.
7. Subject to the provisions of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the Company, are liable to be redeemed.
8. The Company may issue redeemable shares on such terms and conditions as it sees fit. The Company may purchase, redeem, hold, cancel, reissue, sell or otherwise deal in its own shares as permitted by law.

TRANSFER OF SHARES

9. Any shares of a deceased member may be transferred by his executor or administrator to the widow or widower, child or grandchild of such deceased member.
10. An instrument of transfer of a share (other than a partly paid share) need not be attested.

GENERAL MEETING

11. A resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution 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 one or more documents in the like form each signed by one or more of the members, (or being bodies corporate, by their duly authorised representatives). Such a resolution may also consist of one or more telefax or facsimile messages in like form signed in the name of each or all of the Members provided that in the case of each such telefax or facsimile message the Secretary or any Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act.

12. Subject to the Companies Act concerning Annual General Meetings, all other meetings (including Extraordinary General and Class Meetings of the members of the Company and all meetings of the Board of Directors including any committees of the Board of Directors) may be conducted by the use of a conference telephone or similar facility provided always that the Chairman of the Meeting notes his satisfaction that all of the Members of the Company (in the case of Meetings of Members of the Company) and that all of the Directors of the Company (in the case of Meetings of Directors of the Company);

(A) have been notified of the convening of the Meeting and the availability of the conference telephone or similar facility for the Meeting; and

(B) can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting.

BORROWING POWERS

13. The Directors may exercise all the powers of the Company to raise or 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.

DIRECTORS

14. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of one or more documents in the like form each signed by one or more of the directors.

15. Any Director may in writing appoint any person who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director, to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be entitled to be an agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them.

16. A Director who wishes to resign from the Company may do so by either attending a meeting of the Company and declaring his intention to resign with effect from the conclusion of that meeting or by writing to the company at its registered office tendering his resignation. In either case, the company is bound to accept such resignation. Should the consequences of the resignation be that the number of Directors would fall below the minimum as required by the Act, the company must simultaneously appoint an alternative Director to satisfy the minimum requirement of the Act.

17. The Directors of the Company shall not be required to retire by rotation.

18. A Director appointed to fill a casual vacancy or as an addition to the Board shall not automatically have to retire from office at the Annual General Meeting next following his appointment.

19. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of President, Chairman, Managing Director, Chief Executive Officer or any other title and deputies or assistants to these positions as the Directors may decide and on such terms as they think fit, and if no period or terms are fixed, then such executive shall comply with such directions as may be given to him by the Directors from time to time, and the appointment shall be automatically terminated (without prejudice to any claim he may have for damages for breach of contract or service between him and the Company) if he shall cease to be a Director of the Company.

20. Every Director shall be entitled to receive notices of and attend and speak at all General Meetings of the holders of any class of shares in the capital of the Company.

SECRETARY

21. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered to the Registrar of Companies upon the Companies incorporation.

NOTICES

22. 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 purposes (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 expiration of 48 hours after dispatch.

INDEMNITY

23. Every Director, Secretary, Agent or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court.

ACCOUNTS

24. The Company may, if it satisfies the requirements set out in the Companies Act, exempt itself from the requirement to have its accounts audited provided no member or members of the Company holding shares in the company that confer, in aggregate, not less than one tenth of the total voting rights in the company requests or request the company not to avail itself of the exemption the next financial year.

AUDITOR

25. The Company, provided it satisfies the requirements of the Act relating to exemption from the requirement to have its accounts audited including members rights, shall not be required to appoint an auditor and if the Company so resolves, then any reference to an auditor in any regulation shall be deleted accordingly.

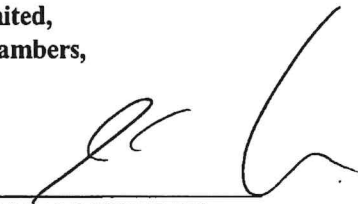
We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Constitution, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBERS
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Northcote Limited,
41, Central Chambers,
Dame Court,
Dublin 2.

Fifty

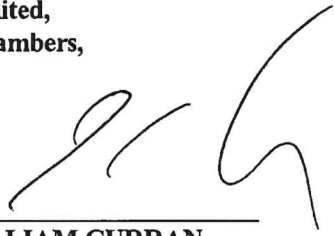
Signed


WILLIAM CURRAN
Director on behalf of
Northcote Limited.

Renmount Limited,
41, Central Chambers,
Dame Court,
Dublin 2.

Fifty

Signed


WILLIAM CURRAN
Director on behalf of
Renmount Limited.

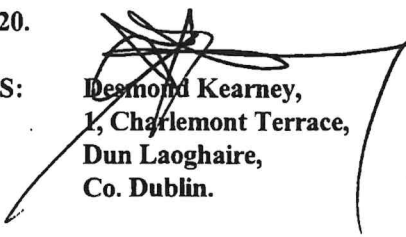
TOTAL SHARES TAKEN:

One hundred

Signatures in writing of the above subscribers, attested by witness as provided for below;

DATED THE 12TH DAY OF AUGUST, 2020.

WITNESS TO THE ABOVE SIGNATURES:


Desmond Kearney,
1, Charlemont Terrace,
Dun Laoghaire,
Co. Dublin.