

COMPANIES ACT 2014
PUBLIC COMPANY LIMITED BY SHARES



A

CONSTITUTION
OF
EIRGRID
(As amended by Special Resolution from time to time)

APPROVED BY EIRGRID BOARD 15th JUNE 2016
APPROVED BY SHAREHOLDER AUGUST 2016

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COMPANIES ACT 2014

MEMORANDUM OF ASSOCIATION

OF

EIRGRID

1. The name of the Company is: “EIRGRID.
2. The Company is a public limited company, registered under part 17 of the Companies Act 2014.
3. All of the clauses of this Constitution are subject to and should be read in conjunction with the provisions of the European Communities (Internal Market in Electricity) Regulations 2000, the Electricity Regulation Act 1999, the 2008 EirGrid Act and the 2005 Internal Market Regulations, and any reference in this Constitution to any of those provisions shall not prejudice the generality of this clause. A reference to any statute or statutory provision shall be construed as a reference to same as it may have been, or may from time to time be amended, modified or re-enacted.
4. The objects for which the Company is established are, based on and subject to any functions (within the meaning assigned by Regulation 2(1) of the European Communities (Internal Market in Electricity) Regulations, 2000) conferred by statute or statutory instrument:
 - (a) to operate and ensure the maintenance of and, if necessary, develop a safe, secure, reliable, economical and efficient electricity transmission system, and to explore and develop opportunities for interconnection of its system with other systems, in all cases with a view to ensuring that all reasonable demands for electricity are met and having due regard for the environment;
 - (aa) to establish, operate and ensure the maintenance and development of the Single Electricity Wholesale Market in the Island of Ireland in accordance with the relevant statutory requirements, licence conditions, SEM Trading and Settlement Code and the Commission for Energy Regulation requirements (as applicable) from time to time and to do all things necessary in its role of Single Market Operator;
 - (b) to ensure the availability of all ancillary services which are necessary for the transmission system operator to carry out its duty outlined in paragraph (a);
 - (c) to take into account the need to operate a co-ordinated distribution system and transmission system;
 - (d) to operate a system of dispatch and use of interconnectors on objective, non-discriminatory, economical and technical criteria, without prejudice to the supply of electricity on the basis of existing contractual obligations, and in accordance with the conditions in the licence granted under section 14(1)(e) of the Electricity Regulation Act, 1999, the Grid Code prepared under section 33 of the Electricity Regulation Act, 1999, and any Regulations made by the Commission for Energy Regulation (including any requirements which the Commission for Energy Regulation may impose on the transmission system operator in relation to the role of System

Settlement Administrator) under section 9(1)(d) of the Electricity Regulation Act, 1999;

- (e) to develop, adhere to, maintain and review, modify and publish procedures for the use of interconnectors with other systems;
- (f) to provide to the operator of any other system with which its system is interconnected sufficient information to ensure the secure and efficient operation, co-ordinated development and inter-operability of the interconnected system;
- (g) otherwise to comply with any other regulation or directions applicable to it made by the Commission for Energy Regulation under the European Communities (Internal Market in Electricity) Regulations, 2000 or under the Electricity Regulation Act, 1999;
- (h) to charge for the connection to and use of the transmission system in accordance with Section 35 of the Electricity Regulation Act, 1999 and the European Communities (Internal Market in Electricity) Regulations, 2000;
- (i) to offer terms and enter into agreements, where appropriate, for connection to and use of the transmission system with all those using and seeking to use the transmission system;
- (j) in discharging its functions under the European Communities (Internal Market in Electricity) Regulations 2000, the transmission system operator shall take into account the objective of minimising the overall costs of the generation, transmission, distribution and supply of electricity to all final customers and at all times protect the interests of consumers of electricity in Northern Ireland and Ireland;
- (k) to own and operate SONI Limited the Northern Ireland transmission system operator and market operator and to do all acts and things as the Board of Directors may from time to time determine to be necessary or desirable;
- (l) to provide in a manner conducive to the other objects of this clause consultancy services and to act as consultants for any company, corporation, undertaking or person and to provide any such company, corporation, undertaking or person with consultancy, advisory, sales, purchasing, managerial, secretarial, technical, representative and other services in connection with the operation or maintenance and, as necessary, the development of, a safe, secure, reliable, economical and efficient transmission system outside of Ireland and to enter into such arrangements or agreements as may be deemed necessary or advisable in connection with the foregoing;
- (m) to construct, own, maintain and transport electricity across an interconnector and to carry on any activity which appears to the Company to be requisite, advantageous or incidental to or which appears to the Company to facilitate the performance by the Company of such functions.

5. The Company shall, for the purpose of Clause 4, have the following powers:

- (a) To invest any monies of the Company in such investments and in such manner as may from time to time be determined, and to hold, sell or deal with such investments and generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges.

- (b) To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (c) To acquire and hold shares and stocks of any class or description, debentures, debenture stock, bonds, bills, mortgages, obligations, investments and securities of all descriptions and of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted or carrying on business or issued or guaranteed by any government, state, dominion, colony, sovereign ruler, commissioners, trust, public, municipal, local or other authority or body of whatsoever nature and wheresoever situated and investments, securities and property of all descriptions and of any kind, including real and chattel real estates, mortgages, reversions, assurance policies, contingencies and choses in action.
- (d) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary and whether vested or contingent, any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances, and to hold, work and manage and to let or sublet land and buildings of any kind, reversions, interests, and any other property real or personal, movable or immovable, either absolutely or conditionally, and either subject or not to any mortgage, charge, ground rent or other rents or encumbrances.
- (e) To erect or secure the erection of buildings of any kind with a view of occupying them and to enter into any contracts or leases and to grant any licences necessary to effect the same.
- (f) To maintain and improve any lands, tenements or hereditaments acquired by the Company or in which the Company is interested, in particular by decorating, maintaining, furnishing, fitting up and improving such lands, tenements or hereditaments and other buildings and to enter into contracts and arrangements of all kinds with tenants and others.
- (g) To sell, exchange, mortgage (with or without power of sale), assign, turn to account or otherwise dispose of and generally deal with the whole or any part of the property, estates, rights or undertakings of the Company, real, chattel real or personal, movable or immovable, either in whole or in part, upon whatever terms and whatever consideration the Company shall think fit, provided that any transaction aforesaid in excess of €1,270,000 must first be approved by the Minister for Communications, Climate Action and Environment, given with the consent of the Minister for Public Expenditure and Reform.
- (h) To take part in the management, supervision, or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents to act as consultants, supervisors and agents of other companies or undertakings and to provide managerial, advisory, technical, design, purchasing and selling services.
- (i) To make, draw, accept, endorse, negotiate, issue, execute, discount and otherwise deal with bills of exchange, promissory notes, letters of credit, circular notes, and other negotiable or transferable instruments.

- (j) To guarantee, support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), the performance of the obligations of, and the repayment or payment of the principal amounts of and the premiums, interest and dividends on any security of any company which is for the time being a subsidiary as defined by Section 7 of the Companies Act 2014 or otherwise associated with the Company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated herein, provided that any transaction aforesaid must first be approved by the Minister for Communications, Climate Action and Environment, given with the consent of the Minister for Finance and the Minister for Public Expenditure and Reform.
- (k) To lend the funds of the Company with or without security and at interest or free of interest and on such terms and conditions as the directors shall from time to time determine, subject always to the proviso that any loan made by the Company shall firstly be approved by the Minister for Communications, Climate Action and Environment with the consent of the Minister for Finance and the Minister for Public Expenditure and Reform.
- (l) To raise or borrow or secure the payment of money in such manner and on such terms as the directors may deem expedient whether or not by the issue of bonds, debentures or debenture stock, perpetual or redeemable, or by mortgage, charge, lien or pledge upon the whole or any part of the undertaking, property, assets and rights of the Company, present or future, and generally in any other manner as the directors shall from time to time determine and to enter into or issue interest and currency hedging and swap agreements, forward rate agreements, interest and currency futures or options and other forms of financial instruments, and to purchase, redeem or pay off any of the foregoing and to guarantee the liabilities of the Company or any other person, not being a company which is for the time being a subsidiary as defined by Section 7 of the Companies Act 2014 or otherwise associated with the Company in business, and any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, transfer, drawings, appointment of directors and otherwise, provided that any guarantee of liabilities of the company or any other person, not being a company which is for the time being a subsidiary as defined by Section 7 of the Companies Act 2014 or otherwise associated with the Company in business, and any other transaction aforesaid in excess of €1,270,000 must first be approved by the Minister for Communications, Climate Action and Environment, given with the consent of the Minister for Finance and the Minister for Public Expenditure and Reform.
- (m) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally pursuant to the objects aforesaid.
- (n) To issue shares in the Company in accordance with Regulations 40 and 41 of the European Communities (Internal Market in Electricity) Regulations, 2000.
- (o) The Company may in accordance with Regulation 17 of the S.I. No. 445/2000 - European Communities (Internal Market in Electricity) Regulations, 2000 prepare and submit for approval superannuation schemes and may carry out any such scheme which has been approved under that Regulation and may perform the other functions conferred by that Regulation.

- (p) To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns, undertakings, assets, property or rights.
- (q) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or otherwise and to pay the premiums on such insurance.
- (r) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, trade marks, industrial designs, know-how, concessions and other forms of intellectual property rights and the like conferring any exclusive or non-exclusive or limited or contingent rights to use, or any secret or other information as to any invention or process of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (s) Subject to the approval of the Minister for Communications, Climate Action and Environment given with the consent of the Minister for Public Expenditure and Reform, to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (t) Subject to the approval of the Minister for Communications, Climate Action and Environment given with the consent of the Minister for Public Expenditure and Reform, to acquire and undertake the whole or any part of the undertaking, business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or which is capable of being conducted so as to benefit the Company directly or indirectly or which is possessed of assets suitable for the purposes of the Company.
- (u) To adopt such means of making known the Company and its products and services as may seem expedient.
- (v) Subject to the provisions of Section 5(1) of the Electricity Regulation (Amendment) (EirGrid) Act 2008 acquire, establish or dispose of subsidiaries or invest in any other undertaking. Further a subsidiary of Company may exercise such and so many of EirGrid's functions as are provided for in the Constitution of the subsidiary.
- (w) To do and carry out all such other things which are necessary in pursuance of the objects in Clause 4 by the Company.
- (x) Save however that none of the foregoing shall permit the allotment, issue, transfer, mortgage, charge, lien or pledge of equity securities (as defined in section 1023 of the Companies Act 2014) or shares in the capital of the Company, including its uncalled capital, except in the case of an issue or transfer of shares in accordance with the Electricity (Internal Market in Electricity) Regulations, 2000.
- (y) Subject to the consent of the Minister for Communications, Climate Action and Environment given with the approval of the Minister for Public Expenditure and Reform, to lease, sell or otherwise dispose of, in whole or in part, an interconnector it has an interest in, including a proposed interconnector, to another person.

And 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 person, partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the State or elsewhere.

6. The liability of the members is limited.
7. The authorised share capital of the Company is EUR 37,500 divided into 30,000 Ordinary Shares of EUR 1.25 each. If on the winding up or dissolution of the company there remains after the satisfaction of all of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst members of the company but shall be paid into or disposed of for the benefit of the Exchequer in such manner as the Minister for Public Expenditure and Reform may direct.
8. Notwithstanding anything contained in the Companies Act 2014 and the provisions of the European Communities (Internal Market in Electricity) Regulations 2000, no alteration to this Constitution shall be valid or effectual unless made with the prior approval of the Minister for Communications, Climate Action and Environment, given with the consent of the Minister for Public Expenditure and Reform.

ARTICLES OF ASSOCIATION

OF

EIRGRID

PART I - PRELIMINARY

The provisions of the Companies Act 2014 are adopted.

Interpretation

In addition to the provisions of the Companies Act 2014, the following regulations shall apply to the Company:

1. (a) Notwithstanding anything contained in the Companies Act 2014 including any statutory modification or re-enactment thereof for the time being in force, no alteration to these Articles of Association of the Company for the time being in force shall be valid or effectual unless made with prior approval of the Minister given with the consent of the Minister for Public Expenditure and Reform.
- (b) These Articles of Association are subject to and should be read in conjunction with the provisions of the European Communities (Internal Market in Electricity) Regulations 2000, the 2008 Eirgrid Act, the Electricity Regulation Act 1999 and the Internal Market Regulations 2005 and any reference in these Articles to any of those provisions shall not prejudice the generality of this provision.
- (c) In the event of any inconsistency or conflict between the terms of the statutory instrument and these articles of association, the provisions of the statutory instrument shall prevail and all reasonable steps to procure such amendment or alteration of these articles of association as may be necessary to carry out the intentions and terms of the statutory instrument shall be made.
- (d) In these Articles the following expressions shall have the following meanings:

"the Act"	the Companies Act 2014 including any statutory modification or re-enactment thereof for the time being in force;
"these Articles"	these Articles of Association;

"the Auditors"	the auditors for the time being of the Company;
"the Board"	the Board of Directors for the time being of the Company;
"the Chairperson"	the Chairperson for the time being of the Board, and as the context so admits or requires, the Chairperson of any meeting of the Board of Directors;
"the Chief Executive"	the Chief Executive for the time being of the Company;
"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Commission"	the Commission for Energy Regulation established by the Electricity Regulation Act, 1999;
"the Directors"	the Directors for the time being of the Company or any of them acting as the Board of Directors of the Company;
"the holder"	in relation to any share, the member whose name is entered in the Register as the holder of the share;
"Member of the Company"	a registered holder of a Share or Shares in the Company;
"The Minister"	the Minister for Communications, Climate Action and Environment;
"Month"	calendar month;
"Registered office"	the registered office for the time being of the Company;
"the Register"	the register of members to be kept as required by the Act;
"the Statutory Instrument"	the European Communities (Internal Market in Electricity) Regulations 2000, S.I. No. 445 of 2000 (as amended);
"the Seal"	the common seal of the Company pursuant to the Act;
"Secretary"	any person appointed to perform the duties of the Secretary of the Company.

- (e) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and any other modes of representing or reproducing words in a visible form. The expression "executed" shall include any mode of execution whether under seal or under hand.
- (f) Unless specifically defined herein or the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles come into operation.
- (g) References to Articles are to Articles of these Articles. 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.

PART II - SHARE CAPITAL AND VARIATION OF RIGHTS

2. **Authorised Share Capital:** Subject to Regulation 35(3) of the Statutory Instrument the authorised share capital of the Company is EUR 37,500 divided into 30,000 Ordinary shares of EUR 1.25 each. Subject to the prior approval of the Minister for Public Expenditure and Reform, after consultation with the Minister, the Company may by ordinary resolution increase the share capital by such sum as the resolution shall prescribe, in any manner permitted by law.
3. **Registered Holders:** Save as provided hereinafter or in the Statutory Instrument, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly, shall not, except as ordered by a Court of competent jurisdiction or required by statute be bound to recognise any equitable, contingent, future, partial or other claim to or interest in such share on the part of any other person notwithstanding any notice thereof, so, however, that this shall not preclude the Company from requiring the members or any transferee of shares to furnish the Company with information as to the beneficial ownership of any share when such information is reasonably required by the Company.
4. **Power to Issue Shares:** For the purposes of Regulations 40, 41 and 42 of the Statutory Instrument, the Company shall have power to issue Shares.

PART III - CERTIFICATES

5. **Share Certificates:** The certificates of title to shares shall be issued under the Seal and signed by two Directors, or by one Director (not being the Secretary) and the Secretary, or by one Director and some other person appointed by the Directors or a committee of the Directors.
6. **Entitlement:** 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 lodgement of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his or her shares or several certificates each for one or more of his or her shares upon payment of one pound for every certificate after the first or such less sum as the Directors shall from time to time determine.
7. **Replacement:** If any certificate be worn out or defaced, then, upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof, and, if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors, and upon giving of such indemnity with or without security as the Directors may deem adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. A sum of €1.27 together with the amount of any costs and expenses which the Company has incurred shall be paid to the Company for every certificate issued under this Article.

PART IV - TRANSFER OF SHARES

8. **Transfer:** The Directors shall register any transfer of shares made under Regulation 44(1) or Regulation 45(1) of the Statutory Instrument and shall not register any other transfer of shares in the Company.
9. **Instrument of Transfer:** Shares in the Company shall be transferable by a written instrument in any common form signed by both transferor and transferee, or in the case of a share transfer form under the Stock Transfer Act, 1963, the transferor only, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.

PART V - GENERAL MEETINGS

10. **Annual General Meetings:** Subject to Section 175 and 1089 of the Companies Act 2014 the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
11. **Extraordinary General Meetings:** All general meetings other than annual general meetings shall be called extraordinary general meetings.
12. **Convening General Meetings:** The Directors may convene general meetings and shall when requested to do so by the Minister following consultation with the Minister for Public Expenditure and Reform convene an extraordinary general meeting.

Extraordinary general meetings may also be convened on such requisition, or in default, may be convened by such requisition and in such manner as may be provided by the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

13. **Notice of General Meeting**

- (a) Subject to the provisions of the Act allowing 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 at least twenty-one clear days notice and all other extraordinary general meetings shall be called by at least fourteen clear days notice.
- (b) Any notice convening a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted. Subject to any restrictions imposed on any shares, the notice shall be given to all the members and to the Directors and the Auditors.
- (c) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

14. **General Meetings:** All general meetings of the Company shall be held in the State unless all the members entitled to attend and vote at such meeting consent in writing to its being held elsewhere or a resolution providing that it be held elsewhere has been passed at the preceding general meeting.

PART VI - PROCEEDINGS AT GENERAL MEETINGS

15. **Quorum for General Meetings:**

- (a) No business other than the appointment of a chairperson shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum.
- (b) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be dissolved.

16. **Chairperson of General Meetings:**

- (a) The Chairperson of the Board of Directors or, in his absence, the deputy chairperson (if any) or, in his absence, some other Director nominated by the

Directors shall preside as chairperson at every general meeting of the Company. If at any general meeting none of such persons shall be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to be chairperson of the meeting and, if there is only one Director present and willing to act, he shall be chairperson.

- (b) If at any meeting no Director is willing to act as chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson of the meeting.

17. **Director's and Auditors' Right to Attend General Meetings:** A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting. The Auditors shall be entitled to attend any general meeting and to be heard on any part of the business of the meeting which concerns them as the Auditors.

18. **Adjournment of General Meetings:** The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Where a meeting has been adjourned sine die, the time and place for the adjourned meeting to recommence shall be subsequently fixed by the Directors. When a meeting is adjourned for fourteen days or more or sine die, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment.

19. **Determination of Resolutions:** At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Unless a poll is so demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

20. **Entitlement to Demand Poll:** Subject to the provisions of the Act, a poll may be demanded:-

- (a) by the chairperson of the meeting;
- (b) by any one member.

21. **Taking of a Poll:**

- (a) Save as provided in paragraph (b) of this Article, a poll shall be taken in such manner as the Chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time (not being more than thirty days after the poll is demanded) and place as the chairperson of the meeting may direct. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (c) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting in respect of which it is demanded. In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

22. **Votes of Members:** Votes may be given either personally or by proxy. On a show of hands every member present in person and every proxy shall have one vote, so, however, that no individual shall have more than one vote, and on a poll every member shall have one vote for every share of which he is the holder.

23. **Chairperson's Casting Vote:** Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to any other vote he may have.

24. **Voting by Incapacitated Holders:** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction (whether in the State or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that court, and any such committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

25. **Default in Payment of Calls:** Unless the Directors otherwise determine, no member shall be entitled to vote at any general meeting either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

26. **Time for Objection to Voting:** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
27. **Proxy Voting:** The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A body corporate may execute a form of proxy under its common seal or under the hand of a duly authorised officer thereof. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
28. **Deposit of Proxy Instruments:** The instrument appointing a proxy and any authority under which it is executed or a copy, certified notarially or in some other way approved by the Directors, shall be deposited, at the Office or (at the option of the member) at such other place or places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting, not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that:-
- (a) in the case of a meeting which is adjourned to, or a poll which is to be taken on a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid, is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll; and
 - (b) an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.
29. **Effect of Proxy Instruments:** Deposit of an instrument of proxy in respect of a meeting shall not preclude a member from attending and voting at the meeting or at any adjournment thereof. The instrument appointing a proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
30. **Effect of Revocation of Proxy:** A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office, or at such other place at which the instrument of proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

31. **Written Resolutions:** Subject to the provisions of the Act, a resolution in writing, executed by and on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present, shall be as effectual as if it had been passed in a general meeting duly convened and held and if described as a special resolution within the meaning of the Act shall be a special resolution. Any such resolution may consist of several instruments in like form each executed by or on behalf of one or more members.

PART VII - CHIEF EXECUTIVE

32. **The Chief Executive:**

- (1) There shall be a chief executive of EirGrid who shall be known as and is referred to in these Articles as the "Chief Executive".
- (2) The Chief Executive shall, as such, be a Director of EirGrid.

33. **Appointment and Dismissal of the Chief Executive:** Each Chief Executive shall be appointed by the Directors and may not serve in that position for a total of more than 7 years, unless the Directors of EirGrid and the Minister consider that there are exceptional circumstances which warrant a limited extension of that period and furthermore each Chief Executive may be removed from office by the Directors of EirGrid.

34. **Functions:** the functions of the Chief Executive shall be to:-

- (i) carry on, manage and control generally the administration of EirGrid,
- (ii) advise the Directors on any matter relating to or affecting the technical or safety standards specified under the Statutory Instrument or the safety of the electricity transmission system, and
- (iii) advise the Directors in relation to the performance of the other functions of the Company as specified in the Statutory Instrument and, in particular, but without prejudice to the generality of the foregoing, in relation to the making of orders and Regulations and the giving of directions by the Company, subject to lawful directions of the Directors of EirGrid.

35. **Terms and Conditions of Appointment:** Subject to Article 32, the Chief Executive shall hold office upon and subject to such terms and conditions (including terms and conditions relating to remuneration and allowances) as may be determined by the Directors with the consent of the Minister and the Minister for Public Expenditure and Reform.

PART VIII - CHAIRPERSON

36. **Chairperson:** Subject to Article 42, the chairperson of the Company shall be appointed from among the Directors by the Minister with the consent of the Minister for Public Expenditure and Reform and may be removed from office by the Minister with the consent of the Minister for Public Expenditure and Reform and shall hold office as chairperson for such period not exceeding 5 years as may be determined by the Minister with the consent of the Minister for Public Expenditure and Reform at the time of his or her appointment.
37. **Re-Appointment:** A person who holds or has held the office of Chairperson of the Company shall subject to Article 42 and 47 be eligible for re-appointment to that office.
38. **Ceases to Hold Office:** A person who ceases to hold the office of chairperson of the Company may, subject to Article 42 and 47, if the Minister with the consent of the Minister for Public Expenditure and Reform, so determines, continue to hold the office of Director and he or she shall be eligible for re-appointment as a Director.

PART IX - CHAIRPERSON'S REPORT

39. **Chairperson's Report:** The Chairperson of the Company shall, immediately after an audit referred to in Article 85, make a report in writing to the Minister of the Company's activities during that year, separate from the report required under Article 86.
40. **Report:** A report under Article 39 shall include:-
- (i) a statement of all significant developments involving the Company which occurred in that year (including the acquisition of shares or establishment of subsidiaries by the Company),
 - (ii) a description of the matters the chairperson anticipates will arise in the accounting year next following the said year (or, where the chairperson considers it appropriate in any particular case, any subsequent accounting year) which may affect the Company to any significant extent,
 - (iii) a statement, to the best of the chairperson's knowledge or belief, as to whether each of the following, as respects the Company, has been complied with or adhered to, that is to say:-
 - (a) the requirements of the Statutory Instrument or any other enactment in relation to the accounts of the Company and statements as to the financial affairs of the Company,
 - (b) guidelines issued by the Government, the Minister or the Minister for Public Expenditure and Reform in relation to the accounts of State

enterprises or statements in respect of the financial affairs of the Company,

- (c) any requirements under Regulation 55 of the Statutory Instrument,
 - (d) any requirements under or by virtue of an act of the European Communities,
 - (e) any code of conduct for the Directors or members of staff of State enterprises issued by the Government, the Minister, the Minister for Public Expenditure and Reform or EirGrid,
 - (f) any guidelines issued by the Government, the Minister or the Minister for Public Expenditure and Reform, in relation to the entering by a public authority into a contract with any person for the provision of goods or services by that person to such authority.
 - (g) any guidelines issued by the government, the Minister or the Minister for Public Expenditure and Reform in relation to the remuneration to be paid by State enterprises to their chief executives,
- (iv) where anything referred to in paragraph (iii) hereof is stated not to have been complied with, an explanation (in so far as the chairperson is in a position to give one) as to why there was a failure to comply with it and, where he or she is not in a position to give an explanation, a statement to that effect.

In this Article-

"public authority" means—

- (a) a Minister of the Government,
- (b) the Commissioners of Public Works in Ireland,
- (c) a board or other body established (but not including a company) by or under statute,
- (d) a company in which all the shares are held by, or on behalf of, or by directors appointed by, a Minister of the Government, or
- (e) a company in which all the shares are held by a board, other body or company referred to in paragraph (c) or (d);

In this Article "State enterprise" means a company (within the meaning of the Companies Act) one or more shares in the shareholding of which is held by a Minister of the Government and the principal objects of which (as stated in its Constitution) are prescribed in whole or in part by statute.

PART X DIRECTORS

41. **Number of Directors:** The number of Directors (including the Chairperson) shall not exceed ten.
42. **Appointments:**
- (i) The Chairperson and other Directors (except the Chief Executive) shall be appointed and may be removed from office by the Minister with the consent of the Minister for Public Expenditure and Reform as provided for in Regulation 53 of the Statutory Instrument, and all such appointments and removals shall be effected by letter or other instrument in writing signed by the Minister.
 - (ii) A person who holds the office of Director shall be eligible for re-appointment to that office.
43. **Period of Appointment:** Subject to Articles 44 & 46 each of the Directors (excluding the Chief Executive) shall hold office for such period not exceeding 5 years as may be determined by the Minister with the consent of the Minister for Public Expenditure and Reform at the time of their appointment. The Directors shall not retire by rotation and shall continue to hold office subject to the provisions of these Articles.
44. **First Directors:** Of the first Directors, other than the Chairperson and Chief Executive, the following shall apply: two, who shall be selected by lot at the first meeting of the Directors, shall hold office for a period of 3 years; two, who shall be selected as aforesaid, shall hold office for a period of 4 years and two, who shall be selected as aforesaid, shall hold office for a period of 5 years.
45. **Resignation:** A Director may at any time resign his or her office as a Director by letter addressed and given or sent to the Minister and the resignation shall take effect on and from the date (which shall be the date of, or a date later than the date of, the letter) specified in the letter for that purpose.
46. **Removal:** If at any time it appears to the Minister that the removal from office of all or any of the Directors (other than the Chief Executive) is necessary in the interests of the effective and economical performance of the functions of EirGrid as set out in the Statutory Instrument, the Minister may remove from office all or so many of the Directors of the Company as the Minister considers necessary in the interest aforesaid.
47. **Removal through ill Health or Absence:** The Minister may at any time remove from office any Director (other than the Chief Executive) who has become incapable through ill-health of performing efficiently his duties as such Director or who has (otherwise than for a reason considered by the Minister to be sufficient) been absent from all meetings of the Company during a period of six months.
48. **Skills and Knowledge:** In making the appointments under Article 42 the Minister shall have regard to the need for appointees to have particular skills and knowledge which are deemed of benefit to the commercial well being of the Company.

49. **Commission for Electricity Regulation:** No person who is a member or has ceased to be a member of the Commission for Energy Regulation or the UK equivalent body within the previous year can be appointed as a Director of the Company.
50. **Casual Vacancy:** Any casual vacancy may be filled by the Minister, with the consent of the Minister for Public Expenditure and Reform, and the filling of such a vacancy shall be effected by letter or other instrument in writing signed by the Minister.
51. **Share Qualification:** A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any meeting of the Company.
52. **Remuneration:** The remuneration and allowances for expenses of the Chairperson and other Directors (other than the Chief Executive) shall be determined by the Minister with the consent of the Minister for Public Expenditure and Reform.
53. **Extra Remuneration:** If any Director, being willing, shall be called upon to perform extra services, or to make any special exertions for any of the purposes of the Company, the Company, with the approval of the Minister given with the consent of the Minister for Public Expenditure and Reform, may remunerate such Director for such services or exertions and such remuneration may be either in addition to or in substitution of any remuneration payable pursuant to these Articles.
54. **Other Appointments:** A Director or officer of the Company may be or become a Director or other officer of, or otherwise interested in, any company in which the Company may be interested as shareholder or otherwise, and any remuneration or other profits received by him as a Director or officer of or from his or her interest in such other company shall, if directed by the Minister with the consent of the Minister for Public Expenditure and Reform, be remitted to the Company.
55. **Interests:** On appointment, each Director shall furnish to the Secretary details relating to his or her employment and all other business interests. Any interests of any person connected with him, which could involve a conflict of interest with any of the Company's operations, should also be disclosed. Any changes in these particulars should be notified to the Secretary as soon as possible. Without prejudice to the generality of the foregoing an interest in any electricity undertaking (as defined in the Electricity Regulation Act, 1999) shall be notified to the Secretary. For the purposes of this article a connected person shall have the same meaning as a 'connected person' does in section 2 of the Ethics in Public Office Act, 1995.
56. **Register of Interests:** Details of such interests shall be kept by the Secretary in a confidential register to which only the Chairperson, the Secretary and the Chief Executive shall have access. The register shall be updated on a yearly basis or as events are notified to the Secretary.
57. **Documents:** Documents which relate to dealings by the Company with any body in which a Director has an interest shall not be made available to that Director, and if a Director should receive such documents, he or she shall return them to the Secretary.
58. **Restriction on Director's Voting:** Where at a meeting of the Directors any of the following matters arises, namely

- (a) an arrangement to which the Company is a party or a proposed such arrangement, or
- (b) a contract or other agreement with the Company or a proposed such contract or other agreement,
- (c) the giving, grant or renewal by EirGrid of any instrument of approval, or
- (d) the revocation, cancellation, withdrawal, suspension or endorsement by EirGrid of any instrument of approval, given or granted—
 - (i) by EirGrid, or
 - (ii) by the Minister under a provision of, or made under, any enactment,

then any Director of the Company present at the meeting who, otherwise than in his or her capacity as a Director, is in any way, whether directly or indirectly, interested in the matter:

- (a) shall at the meeting disclose to the Company the fact of such interest and the nature thereof,
- (b) shall absent himself or herself from the meeting or that part of the meeting during which the matter is discussed,
- (c) shall take no part in the deliberations of the Board relating to the matter, and
- (d) shall not vote on a decision relating to the matter.

59. **Disclosure of Interest:** Where an interest is disclosed pursuant to Article 58, the disclosure shall be recorded in the minutes of the meeting 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 for the meeting.
60. **Compliance:** Where at a meeting of the Directors a question arises as to whether or not a course of conduct, if pursued by a Director, would be a failure by him or her to comply with the requirements of Article 58, the question may be determined by the Chairperson of the meeting whose decision shall be final and where such a question is so determined particulars of the determination shall be recorded in the minutes of the meeting.
61. **Contravention:** Where the Minister is satisfied that a Director has contravened Article 58, he or she may, if he or she thinks fit, and with the consent of the Minister for Public Expenditure and Reform, remove that Director from office and, in case a person is removed from office pursuant to this subsection, he or she shall henceforth be disqualified from being a Director of the Company.
62. **Office:** Subject to prior notification and approval of the Minister and to these Articles a Director may hold any other office or place of profit in the Company (other than the office of auditor) in conjunction with his or her office of Director for such period and

on such conditions and, at such remuneration as the Directors may determine and no Director shall be disqualified by his or her office from contracting with the Company with regard to his or her tenure of any such other office.

63. **Minutes:** The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors.

PART XI - POWERS OF DIRECTORS

64. **Directors' Powers:** Subject to the provisions of the Act, the Constitution of the Company, the Statutory Instrument and these Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Constitution of the Company or of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
65. **Power to Delegate:** The Directors may delegate any of their powers to any Chief Executive 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 (established pursuant to this Article) 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.
66. **Appointment of Attorneys:** Subject to power of attorney being approved by the Board and copies being kept by the Secretary for inspection by the Board, the Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons 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, and 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.

67. **Entitlement to Grant Pensions:** The directors may in accordance with Regulation 17 of the Statutory Instrument prepare and submit for approval superannuation schemes and may carry out any such scheme which has been approved under that Regulation and may perform the other functions conferred by that Regulation.
68. **Cheques:** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

PART XII - DISQUALIFICATION AND REMOVAL OF DIRECTORS

69. **Disqualification:** The office of the Director shall be vacated if:
- (a) the Director is adjudged bankrupt in the State or elsewhere or makes any arrangement or composition with his or her creditors generally;
 - (b) the Directors becomes restricted from being a Director by reason of any declaration within the meaning of Chapter 3 of Part 14 of the Companies Act 2014;
 - (c) the Director becomes prohibited from being a Director by reason of any order within the meaning of Chapter 4 of Part 14 of the Companies Act 2014;
 - (d) the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;
 - (e) the Director resigns his office by notice in writing to EirGrid and to the Minister;
 - (f) the term of office of the Director expires;
 - (g) the Director is convicted of an indictable offence (other than an offence under the Road Traffic Act, 1961, or any Act amending it) or any offence under the Electricity Regulation Act, 1999 or the Statutory Instrument;
 - (h) the Director is for more than 6 months absent without permission of the Directors from meetings of the Directors held during that period;
 - (i) the Director is removed from office by the Minister, with the consent of the Minister for Public Expenditure and Reform under Article 46 hereof;
 - (i) The Director is removed from office by the Minister, with the consent of the Minister for Public Expenditure and Reform, under Article 61 hereof;

- (j) the Director is
 - (a) nominated as a member of Seanad Eireann, or
 - (b) elected as a member of either House of the Oireachtas or to the European Parliament, or
 - (c) regarded pursuant to section 19 of the European Parliament Election Act, 1997, as having been elected to such Parliament to fill a vacancy;
 - (k) after appointment to that office, he or she is elected, re-elected or otherwise becomes a Director, employee or consultant of another electricity undertaking without the prior consent of the Commission;
 - (l) on or prior to appointment to that office, he or she fails to notify and seek the consent of the Commission to continue in any position held as a Director, employee or consultant of another electricity undertaking.
70. **Further Disqualification:** A person who is for the time being entitled under the Standing Orders of either House of the Oireachtas to sit therein or who is a member of the Assembly of the European Communities shall, while he or she is so entitled or is such a member, be disqualified from becoming a Director of the Company.

PART XIII - PROCEEDINGS OF DIRECTORS

71. **Regulation and Convening of Directors' Meetings.** Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall call a meeting of the Directors. 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.
72. **Voting at Directors' Meetings:** Questions arising at any meeting of Directors shall be decided by a majority of votes. Where there is an equality of votes, the chairperson of the meeting shall have a second or casting vote.
73. **Quorum for Directors' Meetings:** The quorum for Directors' meetings shall be a majority of the Board (with a ten member board at least six members should be present at the meeting to constitute a quorum).
74. **Telecommunications Meetings:** Any Director or any member of a committee of Directors may participate in a meeting of the Directors or a committee of Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will be deemed to constitute presence in person at such meeting. For the avoidance of doubt, for the purposes of determining whether the quorum for the transaction of business exists, any Director or committee

member in telephonic communication with a meeting of Directors or of a committee as the case may be will be counted in the quorum.

75. **Chairperson of Board of Directors:** If at any meeting the Chairperson is unwilling to act or is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
76. **Validity of Acts of Directors:** All acts done by any meeting of the Directors or of a committee of Directors 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 such Director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
77. **Directors' Resolutions in Writing:** A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

PART XIV - BORROWING POWERS

78. **Borrowing Powers:** The Directors may exercise all the powers of the Company to borrow and raise money (including money in a currency other than the currency of the State) as they may think fit and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures or debenture stock as security for any debt, liability or obligations of the Company or of any third party.
79. **Debentures, Bonds:** Any debentures or debenture stock created or to be created by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
80. **Register:** A register of the holders of the shares, debentures and debenture stock of the Company shall be kept at the office, and shall be open to the inspection of the registered holders of such shares, debentures, and debenture stock and of any members of the Company, subject to such restrictions as the Company in general meeting from time to time impose. The Directors may close such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in any year.

PART XV - SECRETARY

81. **Appointment:** The Secretary shall be appointed by the Directors for such term and on such conditions and at such remuneration (as determined to be in accordance with and subject to Article 109 hereof) as they think fit and he or she may be removed by them.

82. **Authority:** A provision of the Companies Act or these Articles requiring or authorising anything to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

PART XVI - AUDIT

83. **Auditors:** A person shall be appointed by EirGrid to be its auditor on the basis of a competitive tender. The appointment shall be subject to the prior written approval of the Minister, with the consent of the Minister for Public Expenditure and Reform.
84. **Accounts:** Without prejudice to the requirements of the Companies Act 2014, in relation to balance sheets and accounts and without prejudice to Regulation 27 of the Statutory Instrument the Company shall keep, in such form as may be approved of by the Minister with the consent of the Minister for Public Expenditure and Reform, all proper and usual accounts of all money received by or expended by it, including a profit and loss account, an account showing the derivation of the funds of EirGrid and the purposes to which they are applied (referred to in Article 85 as “the cash flow statement”) and a balance sheet, and shall also keep in such form as aforesaid all such special accounts as the Minister may from time to time direct.
85. **Audited Accounts:** Accounts kept in pursuance of these Articles and Regulation 47 of the Statutory Instrument shall be submitted annually by the Company to an auditor for audit and, as soon as may be after the audit, a copy of the profit and loss account, the cash flow statement, the balance sheet and such other (if any) of the accounts kept by the Company as the Minister may direct and a copy of the auditor’s report on the accounts shall be presented to the Minister who shall cause copies thereof to be laid before each House of the Oireachtas.

PART XVII - ANNUAL REPORT AND FURNISHING OF INFORMATION TO MINISTER

86. **Submission of Annual Report:** Not later than 6 months after the end of each accounting year, the Company shall submit a report in writing to the Minister of its activities and those of its subsidiaries during that year and, not later than 3 months after such submission, the Minister shall cause copies of the report to be laid before each House of the Oireachtas.
87. **Information:** A report of the Company under Article 86 shall include the financial statements as set out in Article 85 and information, in such form as the Minister may direct after consultation with the Company and with the consent of the Minister for Public Expenditure and Reform, regarding the operations, cost-effectiveness and financial targets of the Company.
88. **Further Information:** The Company shall, if so required by the Minister, furnish to him or her such information as he or she may require in respect of any balance sheet or other account or any report of the Company or any subsidiaries or in relation to the policy and operations (other than day to day operations) of the Company.

PART XVIII - THE SEAL

89. **Use of Seal:** The Directors shall ensure that the Seal (including any official securities seal kept pursuant to the Act) shall only be used by the authority of the Directors or of a committee authorised by the Directors.
90. **Signature of Sealed Instruments:** Every instrument to which the Seal shall be affixed shall be signed by a Director and shall also be signed by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures of either of them shall be dispensed with, printed thereon or affixed thereto by some method or system of mechanical signature.
91. **Seal for Use Abroad:** The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

PART XIX - DIVIDENDS AND RESERVES

92. **Declaration of Dividends:**
- (i) Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Directors.
 - (ii) The Directors may from time to time pay into the Exchequer, pursuant to Regulation 46 of the Statutory Instrument, such interim dividends as appear to the Directors to be justified by the profits of the Company.
93. **Interim and Fixed Dividends:** Subject to the provisions of the Act, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
94. **Payment of Dividends:** Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. Subject as aforesaid, all dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly. For the purposes of this Article, no amount paid on a share in advance of calls shall be treated as paid on a share.
95. **Payment of Dividends by Post:** Any dividend or other moneys payable in respect of any share may be paid by cheque or warrant sent by post to the registered address of the holder or, 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 joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and payment of the cheque or warrant shall be a good discharge to the Company.

96. **Dividends Not to Bear Interest:** No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.
97. **Payment to Holders on a Particular Date:** Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same may be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall, mutatis mutandis, apply to capitalisations to be effected in pursuance of these Articles.
98. **Unclaimed Dividends:** Any dividend 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 or other moneys payable in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

PART XX - NOTICES

99. **Notices in Writing:** Any notice to be given, served or delivered pursuant to these Articles shall be in writing.
100. **Service of Notices:**
- (a) A notice or document (including a share certificate) to be given, served or delivered in pursuance of these Articles may be given to, served on or delivered to any member by the Company:
 - (i) by handing same to him or his authorised agent;
 - (ii) by leaving the same at his registered address; or
 - (iii) by sending the same by the post in a pre-paid cover addressed to him at his registered address; or
 - (iv) Sending it electronically to the agreed electronic service addresses in accordance with Section 218(4) of the Act.
 - (b) Where a notice or document is given, served or delivered pursuant to subparagraph (a) (i) or (ii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the

member or his authorised agent, or left at his registered address (as the case may be).

- (c) Where a notice or document is given, served or delivered pursuant to sub-paragraph (a) (iii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
 - (d) Without prejudice to the provisions of sub-paragraphs (a) (i) and (ii) of this Article, if at any time by reason of the suspension or curtailment of postal services within the State, the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same date in at least two leading national daily newspapers in the State and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the said advertisements shall appear. In any such case the Company shall send confirmatory copies of the notice through the post to those members whose registered addresses are outside the State (if or to the extent that in the opinion of the Directors it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior to the time appointed for the holding of the meeting the posting of notices to members in the State, or any part thereof which was previously affected, has again in the opinion of the Directors become practical the Directors shall forthwith send confirmatory copies of the notice by post to such members. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.
 - (e) Notwithstanding anything contained in this Article the Company shall not be obliged to take account of or make any investigations as to the existence of any suspension or curtailment of postal services within or in relation to all or any part of any jurisdiction or area other than the State.
101. **Signature to Notices.** The signature to any notice to be given by the Company may be written or printed.
102. **Deemed Receipt of Notices.** A member present, either in person or by proxy, at any meeting of the Company or the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

PART XXI - WINDING UP

103. **Distribution on Winding Up:** If on the winding up or dissolution of the company there remains after the satisfaction of all of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst members of the

company but shall be paid into or disposed of for the benefit of the Exchequer in such manner as the Minister for Public Expenditure and Reform may direct.

PART XXII - INDEMNITY

104. **Indemnity:** Every Director, Chairperson, Chief Executive, agent, auditor, Secretary or other officer for the time being of the Company or Trustee appointed by the Company shall 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, including any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour, or in which he is or she is acquitted or in connection with any application under section 233 or 234 of the Companies Act 2014 in which relief is granted to him or her by the court. No Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his or her office or in relation thereto, but this Article shall only have effect insofar as its provisions are not avoided by section 235 of the Companies Act 2014.

PART XXIII - PROHIBITION ON UNAUTHORISED DISCLOSURE OF INFORMATION

105. **Prohibition:** Every Director, Chairperson, Managing Director, Auditor, trustee, member of a committee, officer, servant, agent, accountant or other person engaged in the business of the Company, shall keep strictly secret and confidential, and shall not disclose to any person save as may be authorised by the Board, or by some person duly authorised by the Board, or use otherwise than solely for the benefit of the Company in the course of his or her duties, or as may be required by law, any confidential information or any books, documents or records relating to the business, affairs and accounts of the Company and its dealings with customers, suppliers and others; and shall if required by either the Minister or the Board execute an undertaking, in such form as the Board may determine, to perform all of the obligations contained herein, and to indemnify the Company against any loss occasioned as a result of his or her failure to do so. For the purpose of this Article "Company" shall include all subsidiary and associated companies of the Company and "confidential information" shall mean that which is expressed to be confidential either as regards particular information or as regards information of a particular class or description.

PART XXIV - STAFF OF THE COMPANY

106. **Employ:** The Company shall employ such staff as it considers necessary and appropriate for the proper and efficient carrying out of its functions and the conduct of its business.
107. **First Staff:** The first staff of the Company shall be every person who, on the day immediately before the effective date provided for in the Statutory Instrument, was a designated member of the staff of the Electricity Supply Board (as set out in Regulation 14 of the Statutory Instrument), and the Company shall accept all such

persons as staff of the Company as and from the effective date, and in accordance with the provisions in the Statutory Instrument.

108. **Performance of Function:** The Company may perform any of its functions through or by any member of its staff duly authorised to do so by the Company.
109. **Remuneration of Staff:** In determining the remuneration or allowances for expenses to be paid to members of its staff, or the other terms or conditions subject to which such members hold or are to hold their employment, the shall have regard to Government or nationally agreed guidelines which are for the time being extant or to Government policy concerning remuneration and conditions of employment which is so extant, and in addition to the foregoing, the Company shall comply with any Directives with regard to such remuneration, allowances, terms or conditions which the Minister gives to the Company with the consent of the Minister for Public Expenditure and Reform.

PART XXV- MISCELLANEOUS

110. **Inspection of Books etc. by Members** The books of account shall be kept at the Office or, subject to section 283 of the Companies Act 2014, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors and of the Minister, the Minister for Public Expenditure and Reform, or the duly appointed representative of either Minister.

No member (not being a Director, the Minister, the Minister for Public Expenditure and Reform, or the duly appointed representative of either Minister) 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 or by the Company in general meeting.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
<p>John McQuillan 3 Rectory Way, Herbert Road, Bray, Co Wicklow Company Secretary Designate</p> <p>Kieran O'Brien 20 Burnaby Park, Greystones, Co Wicklow Company Chief Executive Designate</p> <p>Martin J Brennan 30 Beachdale, Kilcoole, Co Wicklow Civil Servant</p> <p>Michael E J O'Kelly 32 Maunsells Road, Galway Chairman Designate of Company</p> <p>Fintan A O'Brien 11 St Andrews Park, Swords, Co Dublin Civil Servant</p> <p>Paul Byrne 22 Callary Road Mount Merrion Co Dublin Civil Servant</p> <p>James O'Brien 30 Cypress Park, Templeogue, Dublin 6W Civil Servant</p> <p>Minister for Public Enterprise 44 Kildare Street, Dublin 2 Martin J Brennan</p> <p>Minister for Finance Government Buildings Merrion Street, Dublin 2 James O'Brien</p>

Witness: Salvador Nash
 1 Stokes Place
 St Stephens Green
 Dublin 2

Dated this 29 day of January 2001

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