

Number 465953

Certificate of Incorporation

DAC - Designated Activity Company (limited by shares)

I hereby certify that

THE GALLERY PRESS DESIGNATED ACTIVITY COMPANY

formerly registered as LTD - Private Company Limited by Shares
has this day been re-registered under the Companies
Act 2014 as DAC - Designated Activity Company (limited by shares)

Given under my hand at Dublin, this

Monday, the 6th day of November, 2017



for Registrar of Companies.

Signed By: On Behalf of The Registrar of Companies
Signing Date: Mon, 06 Nov 2017 06:16:07 GMT +00:00
Reason: I certify this document
Location: Dublin, Ireland
Contact Info: digital.certs@cro.ie



Companies Act 2014
CONSTITUTION
OF
THE GALLERY PRESS DESIGNATED ACTIVITY COMPANY
MEMORANDUM OF ASSOCIATION

1. The name of the Company is The Gallery Press Designated Activity Company.
2. The Company is a designated activity company limited by shares, that is to say a private company limited by shares registered under Part 16 and Part 20 of the Companies Act 2014 (the "Act").
3. The objects for which the Company is established are:
 - 3.1 to carry on the business or businesses or trade of all matters connected with the publishing and arts industry. The Company has long been recognized as the standard bearer of Irish literary publishing including Irish poetry, drama and prose.
4. The liability of the members is limited.
5. The authorised share capital of the Company is €100,000 divided into 100,000 shares of €1.00 each.

ARTICLES OF ASSOCIATION
OF
THE GALLERY PRESS DESIGNATED ACTIVITY COMPANY

1. The provisions of the Act are adopted save that the optional provisions (as that term is defined by Section 968(2) of the Act) shall apply to the Constitution of the Company except to the extent they are dis-applied, modified or supplemented by this Constitution.
2. Authority to Allot Shares
 - 2.1 The directors shall, for the purposes of Section 69(1) of the Act, be generally and unconditionally authorised to allot shares.
 - 2.2 For the purposes of Section 69(12)(a)(i) of the Act, Section 69(6) of the Act shall not apply to any allotment of shares in the Company.
3. Purchase of Own Shares
 - 3.1 Subject to the provisions of and to the extent permitted by the Act and subject to any rights conferred on the holders of any class of shares, the Company may, for the purposes of Section 105(4)(a) of the Act, acquire any of its shares of any class.
 - 3.2 The Company shall not be required to select the shares to be purchased on a pro rata basis or in any particular manner as between the holders of the shares of the same class or as between the holders of shares of different classes.
 - 3.3 Subject to the provisions of and to the extent permitted by the Act, the Company may give financial assistance for the purpose of an acquisition of its shares or, where the Company is a subsidiary, its holding company.
4. Lien on Shares

The Company shall have a first and paramount lien on every share for all moneys immediately payable by every registered holder thereof or their estate to the Company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation.
5. Variation of rights

Whenever the capital of the Company is divided into different classes of share the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or by a special resolution of that class but not otherwise. Neither the issue of additional shares of any existing class nor the creation of any new class of shares shall be deemed to constitute a variation or abrogation of the rights attaching to any existing class of shares in the capital of the Company.
6. Directors
 - 6.1 The Company may by ordinary resolution appoint a person to be a director either to fill a vacancy or as an additional director.
 - 6.2 In addition and without prejudice to the powers of the Company under Regulation 6.1, the directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director. Any directors so appointed shall not

be required to retire from office at the annual general meeting next following his or her appointment and Section 144(3)(c) of the Act shall not apply.

- 6.3 An alternate director shall be deemed to be an officer of the Company and shall not be deemed to be the 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.
- 6.4 When forming a committee of the directors, the directors may authorise, or may authorise such committee to authorise, any person who is not a director to attend all or any meetings of any such committee on such terms as the directors (or as the case may be such committee) shall think fit, but any person so authorised shall not be entitled to vote at any such meetings.
- 6.5 For the purposes of Section 228(1)(d) of the Act, the reasonable personal use by a director of any assets of the Company and made available for use by the director in connection with the business and affairs of the Company shall be permitted, subject to any restrictions imposed by the Company whether under contract or otherwise.

7. Proxies

Where any meeting of the Company is held at short notice pursuant to the provisions of the Act governing such meeting, it shall be sufficient if the instrument appointing a proxy (and the power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) is deposited with the chairman of the meeting immediately upon the commencement of such meeting.

8. Notices

For the purposes of Section 218(3)(d) of the Act, the use of electronic means to serve or give notice is permitted and each of the members of the Company consent to the use of electronic means in the form of email to serve or give notices in relation to them and further agree to provide the Company with an email address to which notices may be served or given (or, if not so provided, then to the address or email address of the member last known to the Company).

9. Seal for Use Abroad

The Company may exercise the powers conferred by Section 44 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the directors.

10. Indemnity

Subject to Section 235 of the Act, every officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against any losses or liabilities which he or she may sustain or incur:

- 10.1 in defending any proceedings whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under Sections 233 or 234 of the Act in which relief is granted to him or her by the court; and/or
- 10.2 in or about the execution of the duties of his or her office or otherwise in relation thereto.

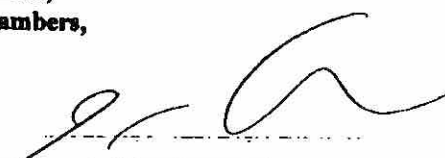
We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBERS
----------------------------------------------	---------------------------------------

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

DATED THE 19TH DAY OF DECEMBER, 2008.

WITNESS TO THE ABOVE SIGNATURES:

Richard Long,
24 Ratoath Estate,
Cabra,
Dublin 7.






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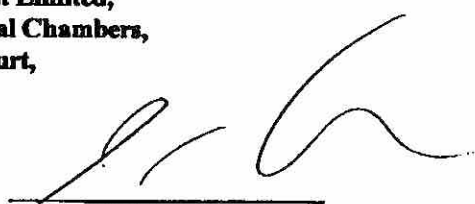
Signed


WILLIAM CURRAN
Director on behalf of
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