

BOUNDARY CAPITAL PUBLIC LIMITED COMPANY

(Registered In Ireland - No. 438682)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the above named Company will be held at the offices of Maples and Calder, 75 St Stephen's Green, Dublin 2, Ireland on Monday, 24 August 2009 at 4p.m. for the purpose of transacting the following business:

Ordinary Business

1. To receive and consider the consolidated financial statements of the Company for the year ended 31 December, 2008 and the Report of the Directors and Auditors thereon.
2. By separate resolutions to re-elect as Directors the following persons:
 - (a) Mr. Denis Patrick Murphy (who retires by rotation and, being eligible, offers himself for re-election in accordance with the Company's Articles of Association);
 - (b) Mr. Michael Walsh (who retires by rotation and, being eligible, offers himself for re-election in accordance with the Company's Articles of Association);
3. To authorise the Audit Committee of the Board of Directors to fix the remuneration of the Company's auditors and reporting accountants for the year ending 31 December, 2009.

Special Business

To consider and, if thought fit, to pass the following resolutions:

As a Special Resolution:

4. THAT, subject to the Directors of the Company being generally authorised pursuant to Section 20 of the Companies (Amendment) Act 1983, to allot relevant securities of the Company (within the meaning of Section 20 of the Companies (Amendment) Act, 1983), the Directors of the Company be and they are hereby empowered pursuant to Section 24 of the Companies (Amendment) Act, 1983 to allot equity securities (within the meaning of Section 23 of the said Act) for cash pursuant to the authority conferred by the said Section 20 as if sub-section (1) of the said Section 23 did not apply to any such allotment provided that this power shall be limited to:-
 - (i) the allotment of equity securities (including, without limitation any shares purchased by the Company pursuant to the provisions of the Companies Act 1990 and held as treasury shares) in connection with any offer of securities, open for a period fixed by the Directors, by way of rights, open offer or otherwise in favour of ordinary shareholders and/or any person having a right to subscribe for or convert securities into ordinary shares in the capital of the Company (including, without limitation any person entitled to options under any of the Company's share option schemes for the time being) but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with issues arising under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or the fixing of exchange rates applicable to any such equity securities, where such equity securities are to be issued in more than one territory, or legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise howsoever;
 - (ii) the allotment of equity securities to holders of any options under any share option plan of the Company for the time being in force, on the exercise by them of any such options; and

- (iii) (in addition to the authority conferred by sub-paragraphs (i) and (ii) above) the allotment of equity securities (including, without limitation, any shares purchased by the Company pursuant to the provisions of the Companies Act 1990 and held as treasury shares) up to a maximum aggregate nominal value equal to 40% of the issued share capital of the Company as of the date of passing of this Resolution.

The power hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the date of passing of this Resolution unless such power shall be renewed, revoked or varied in accordance with and subject to the provisions of the said Section 24, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

To conduct any other ordinary business of the Company as may properly be brought before the Meeting.

By Order of the Board

Declan Cassidy
Secretary

Dated: 29 July, 2009

Registered Office: 2nd Floor, Fleming Court, Flemings Place, Dublin 4

NOTES

- (a) A member of the Company who is entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his, her or its behalf. A proxy need not be a member of the Company. Completion of a proxy form does not preclude a member from attending the above Meeting and from speaking and voting thereat.
- (b) To be valid, proxy forms must be deposited with the Company's Registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not later than 48 hours before the commencement time appointed for holding the Annual General Meeting (being not later than 4.00 pm on Saturday 22 August 2009) or any adjourned meeting thereof.
- (c) A copy of the contracts of service between each of the current Directors of the Company and the Company will be available for inspection at the Meeting from 15 minutes prior to and until the conclusion of the Meeting.
- (d) The register of directors' interests and particulars of directors' transactions in the share capital of the Company and its subsidiary companies required to be kept under Section 59 of the Companies Act, 1990 will be available for inspection at the Meeting from 15 minutes prior to and until the conclusion of the Meeting. Otherwise they will be open for inspection at the Registered Office of the Company during normal business hours on any weekday (Saturdays and Irish public holidays excluded) from the date of this notice until the date of the Meeting.
- (e) The Company pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 and Article 74.2 of the Articles of Association of the Company, specifies that only those shareholders registered in the register of members of the Company at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at 48 hours before the time of the adjourned Meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the Meeting.