

## ARTICLE VII COVENANTS

### Section 7.1. Payment of Principal and Interest.

The Applicable Issuer will duly and punctually pay all principal and interest (including Deferred Interest, Defaulted Interest and Excess Interest with respect to Subordinated Notes) in accordance with the terms of the Notes and this Indenture. Amounts properly withheld under the Code or other applicable law by any Person from a payment to any Holder shall be considered as having been paid by the Applicable Issuer to such Holder for all purposes of this Indenture.

The Issuer shall, subject to the Priority of Payments, reimburse the Co-Issuer for any amounts paid by the Co-Issuer pursuant to the terms of the Notes and this Indenture. The Co-Issuer shall not reimburse the Issuer for any amounts paid by the Issuer pursuant to the terms of the Notes or this Indenture.

### Section 7.2. Maintenance of Office or Agency.

The Co-Issuers hereby appoint the Trustee as principal Paying Agent and Transfer Agent. Securities may be surrendered for registration of transfer or exchange to The Bank of New York Mellon Corporate Trust, 2001 Bryan Tower, Dallas, Texas 75201, or such other address as the Trustee shall provide to the Issuer and the Holders.

The Issuer may at any time and from time to time vary or terminate the appointment of any such Agent or appoint any additional Paying Agents and Transfer Agents; *provided* that no Paying Agent shall be appointed in a jurisdiction which subjects payments on the Notes to withholding tax solely by reason of the location of the Paying Agent in such jurisdiction.

The Co-Issuers will maintain a Process Agent; *provided, however*, that if at any time either of the Co-Issuers shall fail to maintain a Process Agent or shall fail to furnish the Trustee with the addresses thereof, notices and demands may be served on each of the Co-Issuers. The Issuer shall give prompt written notice to the Trustee, the Holders, each Rating Agency and, so long as any Outstanding Securities are listed thereon, the Irish Stock Exchange, of the appointment or termination of its Process Agent and the location and any change in its location.

### Section 7.3. Paying Agents.

All payments that are due and payable that are made from amounts withdrawn from the Payment Account shall be made on behalf of the Applicable Issuer by the Trustee or Paying Agent.

When the Applicable Issuer has a Paying Agent that is not also the Indenture Registrar, it shall furnish or cause the Indenture Registrar to furnish, no later than the fifth calendar day after each Record Date a list, if necessary, in such form as such Paying Agent may reasonably request, of the names and addresses of the Holders and of the certificate numbers of individual Securities held by each such Holder.