

COMPANIES ACTS 1963 TO 2012

PUBLIC LIMITED COMPANY

MEMORANDUM OF ASSOCIATION

OF

REACT ENERGY PUBLIC LIMITED COMPANY

(Amended by special resolution on 20th December 2013)

1. The name of the company is React Energy Public Limited Company.
2. The Company is to be a public limited company.
3. The objects for which the Company is established are:
 - 3.1 To acquire the entire issued share capital of Kedco Block Holdings Limited (registered number 399166) and to carry on the business of a holding company and to acquire and hold controlling and other interests in the share or loan capital of any company or companies and to co-ordinate the administration, finances and activities of the subsidiary companies of the Company, to do all lawful acts and things whatever that are necessary or convenient in carrying on the business of such a holding company and in particular to carry on in all its branches the business of a management and servicing company, to act as manager and to direct or co-ordinate the management of other companies or of the business, property and estates of corporations, private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies.
 - 3.2 To acquire any such securities or investments as aforesaid by original Subscription, tender, syndicate, participation, purchase, exchange, or otherwise, and whether or not fully paid up, and to make payments thereon as called up, or in advance of calls, or otherwise to acquire any such securities or investments in excess of the moneys for the time being proposed to be invested and to hold sell or otherwise dispose of any excess thereof, to subscribe for the same either conditionally or otherwise, and generally to sell, exchange or otherwise dispose of, or turn to account any of the assets of the Company or any securities or investments of the Company acquired or agreed so to be, and to invest in or to acquire by repurchase or otherwise any securities or investments of the kind before enumerated and to vary the securities and investments of the Company from time to time.
 - 3.3 To carry on any other business including, without limitation, any form of energy, power or heat or related business (whether manufacturing, services or otherwise) and enter into any commercial or other transactions in connection therewith which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
 - 3.4 To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorized to carry on, or possessed of property suitable for the purposes of the Company.

- 3.5 To amalgamate with any other company having objects altogether or in part similar to the objects of the Company.
- 3.6 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes 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 licenses in respect of, or otherwise turn to account the property, rights or information so acquired.
- 3.7 To enter into partnership or into any arrangement for sharing profits, union of interest, 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.
- 3.8 To purchase, redeem or otherwise acquire shares and securities of the Company, and to sell, hold, reissue, transfer or otherwise deal with the same.
- 3.9 To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.10 To establish or support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances and to do any acts or things or make any arrangements or provisions enabling employees of the Company or other persons aforesaid to become shareholders or depositors in the Company, or otherwise to participate in the profits of the Company, upon such terms and in such manner as the Company thinks fit and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object or any other object whatsoever which the Company may think advisable.
- 3.11 To establish, contribute to and operate any scheme or schemes for the Subscription or acquisition in any other way of shares in the Company by officers and employees of the Company or of any subsidiaries or associated companies thereof or for their benefit by trustees of schemes and to lend or otherwise provide money to such officers and employees or to the trustees of such schemes to enable them to subscribe or otherwise acquire such shares.
- 3.12 To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- 3.13 To acquire by purchase, lease, exchange or otherwise lands, buildings, and hereditaments of any tenure or description for any estate or interest and any rights over or connected therewith and to turn the same to account as may seem expedient.

- 3.14 Generally to purchase, take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- 3.15 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, farming, 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.
- 3.16 To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.
- 3.17 To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches, or sidings, bridges, reservoirs, watercourses, wharves, manufactories, warehouses, heat and power facilities of all kinds, electric works, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidies or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- 3.18 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- 3.19 To engage in currency exchange, interest rate and/or commodity or index linked transactions (whether in connection with or incidental to any other contract, undertaking or business entered into or carried on by the Company or whether as an independent object or activity) including, but not limited to, dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars, commodity or index linked swaps and any other foreign exchange, interest rate or commodity or index linked arrangements and such other instruments as are similar to or derive from any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other purpose and to enter into any contract for and to exercise and enforce all rights and powers conferred by or incidental, directly or indirectly, to such transactions or termination of any such transactions.
- 3.20 To act as a finance company and to lend and advance money or give credit to, or otherwise finance the operation or undertaking of any company, corporation, firm or person of whatever nature and wheresoever constituted or carrying on business, either with or without security, and upon such terms as may seem expedient, and to give guarantees or become surety for any liabilities or obligations (present or future) of any persons or companies and generally to give any guarantees, indemnities and security on such terms and conditions as the Company may think fit.

- 3.21 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) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities, including any security denominated or repayable in a currency other than the currency of the State, of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 155 of the Companies Act, 1963, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- 3.22 To borrow or raise or secure the payment of money, including any money in a currency other than the currency of the State, in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present or future, including its uncalled capital, and to purchase, redeem or payoff any such securities.
- 3.23 Subject to and in accordance with due compliance with the provisions of Section 60 of the Companies Act, 1963 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (for the purposes of the said Section 60) to any person acquiring or proposing to acquire shares in the Company for the purpose of that acquisition before or at the same time as the acquisition takes place.
- 3.24 To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- 3.25 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.26 To undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- 3.27 To sell or dispose of the property, assets or undertaking of the Company or any part thereof for such consideration whether equal to or less than the market value thereof and whether by way of gift or otherwise as the directors shall deem fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company or otherwise.
- 3.28 To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- 3.29 To obtain any Provisional Order or Act of the Oireachtas for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- 3.30 To procure the Company to be registered or recognized in any country or place.
- 3.31 To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- 3.32 To promote freedom of contract, and to resist, insure against, counteract and discourage interference therewith, to join any lawful Federation Union or Association, or do any other lawful act or thing with a view to preventing or resisting, directly or indirectly, any interruption of or interference with the Company's or any other trade or business, or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes.
- 3.33 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- 3.34 To distribute any of the property of the Company in specie among the members.
- 3.35 To do anything which appears to the Company to be requisite, advantageous or incidental to, or which appears to the Company to facilitate, either directly or indirectly, the attainment of the above objects or any of them.

NOTE: 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 partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere.

4. The liability of the members is limited.
5. The authorised share capital of the Company is EUR 200,000,000 divided into 200,000,000 Ordinary Shares of EUR0.10 each, 200,000,000 Deferred Ordinary Shares of €0.40 each and 10,000,000,000 Deferred Convertible A Ordinary Shares of EUR0.01 each.

NOTE: it is hereby declared that in this memorandum of association:

- (a) the word "company", except where used in reference to this Company, shall be deemed to include a body corporate, whether a company (wherever formed, registered or incorporated), a corporation aggregate, a corporation sole and a national or local government or other legal entity; and
- (b) the word "person", shall be deemed to include where the context permits an unincorporated body of persons, a partnership, a club or other association as well as an individual; and
- (c) the word "property", shall be deemed to include, where the context permits, real property, personal property including choses or things in action and all other intangible property and money and all estates, rights, titles and interests therein and includes the Company's uncalled capital and future calls and all and every other undertaking and asset; and

- (d) words denoting the singular number only shall include the plural number and vice versa; and
- (e) it is intended that the objects specified in each paragraph in this clause shall, except where otherwise expressed in such paragraph, be separate and distinct objects of the Company and shall not be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the paragraphs of this clause occur or the name of the Company.

We, the several persons whose names and addresses 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.

Names, addresses and descriptions of subscribers	Number of shares taken by each subscriber
Jacqueline McGowan-Smyth, 12 Meadow Vale, Blackrock, Co, Dublin Chartered Secretary	One Ordinary Share
For and on behalf of Fand Limited Arthur Cox Building, Earlsfort Terrace, Dublin 2 Corporate	Thirty Eight Thousand and Ninety Four Ordinary Shares
For and on behalf of Attleborough Limited Arthur Cox Building, Earlsfort Terrace, Dublin 2 Corporate	One Ordinary Share
For and on behalf of AC Administration Services Limited Arthur Cox Building, Earlsfort Terrace, Dublin 2. Corporate	One Ordinary Share
Emma Hickey Apt 86, Derrynane Square, Dorset Street, Dublin 1 Chartered Secretary	One Ordinary Share
DIJR Nominees Limited Arthur Cox Building, Earlsfort Terrace, Dublin 2 Corporate	One Ordinary Share
Cathy Doherty Flat 3, College Mews, 182 Clonliffe Road, Drumcondra Chartered Secretary	One Ordinary Share

Dated the 2nd day of October 2008

Witness to the above signatures:

Arthur Cox Building,
Earlsfort Terrace, Dublin 2