

NOTICE OF ANNUAL GENERAL MEETING
REACT ENERGY PUBLIC LIMITED COMPANY
(the “Company”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Cork Airport Hotel, Cork, Ireland on 20 March 2015 at 11.00 a.m. for the transaction of the following business:

Ordinary Business

1. To receive and consider the Directors’ Report and the Audited Accounts for the year ended 30 June 2014 together with the Auditors’ Report thereon.*
2. To re-elect Dermot O’Connell, by way of separate resolution, who retires by rotation in accordance with Article 89 of the Company’s Articles of Association:
3. To re-appoint Grant Thornton as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the Directors to agree the remuneration of the Auditors.

Special Business

Authority to Allot Shares

4. To consider, and if thought fit, pass the following Resolution as an ordinary resolution:-

“THAT the Directors shall be, for the purposes of Section 20 of the Companies (Amendment) Act 1983 (the “1983 Act”) and they are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot and issue relevant securities (as defined in Section 20(10) of the 1983 Act) up to an aggregate nominal amount of EUR3,500,000 and to allot and issue any shares purchased by the Company pursuant to the provisions of the Companies Act 1990 (the “1990 Act”) and held as treasury shares.

The authority hereby conferred shall expire on the close of business on the day following the next Annual General Meeting of the Company unless previously renewed, varied or revoked by the Company in general meeting provided that the Company may make an offer or agreement before such expiry which would or might require any such securities to be allotted or issued after the authority contained in this Resolution has expired and the Directors may allot and issue such securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”

Disapplication of Pre-emption Rights

5. To consider, and if thought fit, pass the following Resolution as a special resolution:-

“THAT the Directors be empowered pursuant to Section 24 of the 1983 Act to allot equity securities (as defined by Section 23 of the 1983 Act) for cash pursuant to the authority conferred by Resolution 5 above, as if subsection (1) of the said Section 23 did not apply to any such allotment provided that the powers conferred by this Resolution shall be limited to:

*Copies of the directors’ and auditors’ reports shall be produced at the meeting and, in accordance with Section 159 (3) of the Companies Act 1963, will be deemed to have been duly sent to the members if agreed to by all the members entitled to attend and vote at the meeting.

- (i) an allotment of equity securities in connection with a Rights Issue. For the purpose of this Resolution, a "Rights Issue" means an offer of securities, open for acceptance for a period fixed by the directors, to holders of ordinary shares or other equity securities of any class made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares or other equity securities of the class concerned (so that any offer to holders of other equity securities of any class shall be on the basis of their rights to receive that offer, or in the case of securities convertible into ordinary shares, proportionate to the number of ordinary shares which would be allocated upon the exercise in full of the attached conversion rights) but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient in relation to fractional entitlements or legal or practical problems arising in any overseas territory, by virtue of the shares being represented by depositary receipts or by the requirements of any regulatory body or stock exchange;
- (ii) an allotment of equity securities in connection with the conversion of any loan capital issued by the Company from time to time; and
- (iii) without prejudice to the authorities set out in 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 1990 Act and held as treasury shares) up to an aggregate nominal value of EUR3,500,000,

and provided also that the authority conferred hereby shall unless previously renewed, revoked or varied by special resolution of the Company in general meeting, expire on the close of business on the day following the next Annual General Meeting of the Company, 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 may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.”

DATED THIS 25th DAY OF FEBRUARY 2015

BY ORDER OF THE BOARD

BRENDAN HALPIN

COMPANY SECRETARY

REGISTERED OFFICE: BUILDING 1000, CITY GATE, CORK.

REGISTERED IN CORK, IRELAND - NO. 462861

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy as an alternative to attend, speak and vote instead of him/her. A proxy need not be a member of the Company. The deposit of an instrument of proxy will not preclude a member from attending and voting in person at the Annual General Meeting or at any adjournment thereof.
2. A Form of Proxy is enclosed with this notice. To be effective, the Form of Proxy duly completed and signed together with any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland must be deposited at the offices of the Company's registrars, Capita Asset Services, Shareholder solutions (Ireland), P.O. Box 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin 2, Ireland (if delivered by hand during normal business hours) not less than 48 hours before the time appointed for the Annual General Meeting or in the case of an adjournment as at 48 hours before the time of the adjourned meeting. Any alteration to the Form of Proxy should be initialled by the person who signs it.
3. In the case of a corporation, the Form of Proxy must be either executed under seal or signed on its behalf by an officer or attorney duly authorised.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
5. The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 specifies that only those Shareholders registered in the register of members of the Company as at 6:00 p.m. (Dublin time) on 18 March 2015 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.
6. Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST voting service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by no later than 11.00 a.m. (Dublin time) on 18 March 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita Asset Services, Shareholder solutions (Ireland) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members may appoint a proxy or proxies electronically through CREST via Capita Asset Services, Shareholder solutions (Ireland) (ID 7RA08).
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

REACT ENERGY PUBLIC LIMITED COMPANY

FORM OF PROXY

for use by members of REACT Energy plc at the Annual General Meeting to be held at Cork Airport Hotel, Cork, Ireland, on 20 March 2015 at 11:00 a.m.

I/we (Block Letters)

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of

.....

being a member/members of the above-named Company hereby appoint the Chairman of the Meeting or §

of

.....

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company convened for 20 March 2015 at 11:00 a.m. or at any adjournment thereof for the purposes of considering and, if thought fit, passing the Resolutions referred to in the Notice convening the Annual General Meeting and in respect of other resolutions that may arise at the Meeting. I/We direct that my/our vote(s) be cast on the Resolutions as indicated by an X in the appropriate box.

ORDINARY RESOLUTIONS

	FOR*	AGAINST*	WITHHELD*
1. THAT the Directors' Report and the Audited Accounts for the period ended 30 June 2014 together with the Auditors' Report thereon be received and considered.			
2. THAT Dermot O'Connell, who retires by rotation in accordance with Article 89 of the Company's Articles of Association, be re-elected as a Director.			
3. THAT Grant Thornton Ireland be re-appointed as Auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and that the Directors be authorised to agree the remuneration of the Auditors.			

SPECIAL BUSINESS

	FOR*	AGAINST*	WITHHELD*
4. THAT the Directors be authorised to exercise all powers of the Company to allot and issue relevant securities			
5. THAT the Directors be empowered to allot equity securities for cash as if sub-section (1) of section 23 of the Companies (Amendment) Act 1983 did not apply.			

DATED THIS day

of.....2015

SIGNATURE

§ If it is desired to appoint another person as a proxy these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.

* Unless otherwise directed, and in respect of any other resolution properly moved at the meeting, the proxy will vote, or may abstain from voting, as he thinks fit.

NOTES

- (1) Only holders of Ordinary Shares are entitled to attend and vote at the Annual General Meeting of the Company.
- (2) A holder of Ordinary Shares may appoint a proxy or proxies to attend, speak and vote on their behalf at the Annual General Meeting. A proxy so appointed need not be a member of the Company.
- (3) To be effective, the Form of Proxy duly signed, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of authority, must be deposited at the offices of the Company's registrars, Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland not later than 48 hours before the commencement of the Annual General Meeting.
- (4) If the Form of Proxy is given by a body corporate it must be given under its common seal or under the hand of an attorney or officer duly authorised.
- (5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (6) The appointment of a proxy does not preclude a shareholder from attending and voting at the Annual General Meeting of the Company.
- (7) An alteration to the Form of Proxy should be initialled by the person who signs it.
- (8) Please indicate how you wish to vote by marking the appropriate box next to the listed resolution on the proxy form. You may direct your proxy to vote For, Against or to Withhold your vote. The Withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution, however, a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of votes 'For and Against' each resolution. If no specific directions as to voting are given by you marking a box on the proxy form, the proxy will vote or abstain from voting at his/her discretion.
- (9) The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 specifies that only those Shareholders registered in the register of members of the Company as at 6:00 p.m. (Dublin time) on 18 March 2015 (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.
- (10) Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST voting service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by no later than 11:00 a.m. (Dublin time) on 18 March 2015, or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita Asset Services, Shareholder Solutions (Ireland) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members may appoint a proxy or proxies electronically through CREST via Capita Asset Services, Shareholder solutions (Ireland) (ID 7RA08).

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- (11) Members who wish to clarify any requirements in respect to completion of a proxy or their shareholding should do so in writing to Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland or by phone on 01 553 0050 (+353 1 553 0050 if calling from outside Ireland). No other methods of communication will be accepted, in particular you may not use any electronic address provided in the Form of Proxy, or elsewhere in the Notice or in any related documents (including the Form of Proxy for use at the Annual General Meeting) for any purposes other than those expressly stated.

