

**NOTICE OF THE RECONVENING OF THE ADJOURNED ANNUAL GENERAL MEETING**

**REACT ENERGY PUBLIC LIMITED COMPANY (UNDER THE PROTECTION OF THE HIGH COURT)**

**(the "Company")**

**NOTICE IS HEREBY GIVEN** pursuant to Article 60 of the Articles of Association of the Company that the adjourned Annual General Meeting of the Company will be held at the Cork Airport Hotel, Cork, Ireland on 23 June 2015 at 11 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**

**Amending Resolutions**

4. To consider, and if thought fit, pass the following Resolution as an ordinary resolution:-
  - 4.1 "Pursuant to section 192 (6) of the Companies Act, 2014 to amend the footnote to Resolution 1 proposed at the originally convened Annual General Meeting by deleting the wording '*Section 159 (3) of the Companies Act, 1963*' and replacing it with '**Section 338(3) of the Companies Act, 2014**'.
  - 4.2 "Pursuant to section 192(6) of the Companies Act, 2014 to amend Resolution 4 proposed at the originally convened Annual General Meeting as follows:
    - (i) by deleting the wording '*Section 20 of the Companies (Amendment Act 1983 (the "1983 Act")*' and replacing it with the corrected up to date reference '**Section 1021 of the Companies Act, 2014 (the "2014 Act")**';
    - (ii) by deleting the wording '*(as defined in Section 20(10) of the 1983 Act)*' and replacing it with the corrected up to date reference '**(as defined in Section 1021(12 of the 2014 Act)**';
    - (iii) by substituting the amount of '€3,500,000' with the increased amount of '€10,000,000'; and
    - (iv) by deleting the words '*pursuant to the provisions of the Companies Act 1990 (the "1990 Act")*'.

\* Copies of the directors' and auditors' reports shall be produced at the meeting and, in accordance with Section 338 (3) of the Companies Act 2014, 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.

- 4.3 “Pursuant to section 192(6) of the Companies Act, 2014 to amend Resolution 5 proposed at the originally convened Annual General Meeting as follows:
- (i) by deleting the wording '*Section 24 of the 1983 Act*' and replacing it with the corrected up to date reference '**Section 1022 of the 2014 Act**';
  - (ii) by deleting the wording '*(as defined in Section 23 of the 1983 Act)*' and replacing it with the corrected up to date reference '**(as defined in Section 1023 of the 2014 Act)**';
  - (iii) by deleting the wording '*Section 23*' and replacing it with the corrected up to date reference '**Section 1022 of the 2014 Act**';
  - (iv) by deleting the words '*pursuant to the provisions of the Companies Act 1990 (the "1990 Act")*';and
  - (v) by substituting the amount of '€3,500,000' with the increased amount of '€10,000,000'.

#### **Authority to Allot Shares**

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

“THAT the Directors shall be, for the purposes of Section 1021 of the Companies Act 2014 (the “2014 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 1021(12) of the 2014 Act) up to an aggregate nominal amount of EUR10,000,000 and to allot and issue any shares purchased by the Company 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**

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

“THAT the Directors be empowered pursuant to Section 1022 of the 2014 Act to allot equity securities (as defined by Section 1023 of the 2014 Act) for cash pursuant to the authority conferred by Resolution 5 above, as if subsection (1) of the said Section 1022 of the 2014 Act did not apply to any such allotment provided that the powers conferred by this Resolution shall be limited to:

- (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 and held as treasury shares) up to an aggregate nominal value of EUR10,000,000,

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 15<sup>th</sup> DAY OF JUNE 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 21 June 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 21 June 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.