

**NOTICE OF MEMBERS MEETING**

**In the matter of**

**THE COMPANIES (AMENDMENT) ACT, 1990,(AS AMENDED)**

**And**

**In the matter of**

**REACT ENERGY PLC (“The Company”)**

**&**

**Reforce Energy Limited**

**Plymouth Biomass Limited**

**Newry Biomass Limited**

**Grass door Limited**

**Enfield Biomass Limited**

**(AS RELATED COMPANIES WITHIN THE MEANING OF SECTION 4 (5) OF THE COMPANIES ACT  
(AMENDMENT) 1990 as replaced by the Companies Act 2014**

(In Examination) (Under the Companies (Amendment) Act 1990) (As Amended) as replaced by the Companies Act 2014

Notice is hereby given pursuant to Section 23 of the Companies (Amendment) Act ,1990 (as Amended), as replaced by the Companies Act 2014, that a meeting of the Ordinary shareholder class of React Energy Plc will be held at the Radisson Blu Royal Hotel, Golden Lane, Dublin 8 on the 3<sup>rd</sup> July 2015 commencing at 10.00 a.m. to consider and if thought fit approve the proposals for a Scheme of Arrangement proposed to be made between the Company and its Members and Creditors.

Copies are enclosed of:

The Proposal for a Scheme of arrangement

Members may vote in person at the meeting or they may appoint another person as their Proxy to attend and vote in their stead.

Forms of Special and General Proxy are enclosed herewith. Proxies to be used at the meeting must be lodged with the Examiner at Moore Stephens Nathans, 83 South Mall, Cork City, not later than 4.00pm on the 2<sup>nd</sup> July 2015.

**General Proxy**

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(AMENDMENT) 1990 as replaced by the Companies Act 2014**

(In Examination) (Under the Companies (Amendment) Act 1990) (As Amended) as replaced by the Companies Act 2014

I/We \_\_\_\_\_ of \_\_\_\_\_ being a/an

\_\_\_\_\_ Member of React Energy Plc hereby appoint

(1) \_\_\_\_\_ of \_\_\_\_\_

to be my/our general Proxy to vote at the meeting of shareholders to be held in the above matter on the 3<sup>rd</sup> July 2015 or at any adjournment thereof.

Dated this the \_\_\_\_\_ day of July 2015.

Signed :

Notes:

- (2) The person appointed general proxy may be the Examiner or such other person as the Member may appoint. The Proxy form should be altered accordingly.
- (3) If the appointer is a firm, sign the firms trading name and add “by A.B a partner in the said firm”. If the appointer is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorised in that behalf, and the fact that he is so authorised must be so stated.
- (4) The proxy form when duly signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used.

**Special Proxy**

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**(AS RELATED COMPANIES WITHIN THE MEANING OF SECTION 4 (5) OF THE COMPANIES ACT (AMENDMENT) 1990 as replaced by the Companies Act 2014**

(In Examination) (Under the Companies (Amendment) Act 1990) (As Amended) as replaced by the Companies Act 2014

I/We \_\_\_\_\_ of \_\_\_\_\_ being a/an

\_\_\_\_\_ Member of React Energy Plc hereby appoint

(1) \_\_\_\_\_ of \_\_\_\_\_

to be my/our general Proxy to vote at the meeting of creditors to be held in the above matter on the 3<sup>rd</sup> July 2015 or at any adjournment thereof to vote (a) \_\_\_\_\_ in favour or (b) \_\_\_\_\_ against the proposals for a Scheme of Arrangement proposed to be made between the Company and its Members and Creditors.

Dated this the \_\_\_\_\_ day of July 2015

Signed :

Notes:

- (2) The person appointed general proxy may be the Examiner or such other person as the Member may appoint. The Proxy form should be altered accordingly. A member may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all of any of the following matters:
  - a. For or against the Scheme of Arrangement proposed to be made between the Company and its Members and Creditors.
  - b. On all questions relating to any matter, other than those referred to arising at a specified meeting or adjournment thereof.
- (3) If the appointer is a firm, sign the firms trading name and add “by A.B a partner in the said firm”. If the appointer is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorised in that behalf, and the fact that he is so authorised must be so stated.
- (4) The proxy form when duly signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used.