

Companies Act 2014

CERTIFIED AS A TRUE COPY OF  
THE ORIGINAL  
RHIANNON JOHNSTON, SOLICITOR,  
INNOCY RENEWABLES UK  
LIMITED 23/09/2019

**PRIVATE COMPANY LIMITED BY SHARES**

**CONSTITUTION of**

**INNOCY RENEWABLES IRELAND LIMITED**

1. The name of the Company is Innogy Renewables Ireland Limited.
2. The Company is a private company limited by shares, registered under Part 2 of the Companies Act 2014.
3. The liability of the members is limited.
4. The share capital of the Company is divided into ordinary shares of €1.00 each.

**SUPPLEMENTAL REGULATIONS**

**Interpretation and general**

5.
  - (a) The optional provisions of the Act (as defined by section 54(1) of the Act) shall apply to the Company save and so far as they are disapplied, modified or supplemented by this Constitution and such optional provisions together with the provisions of this Constitution shall constitute the Regulations of the Company.
  - (b) Words and phrases used herein shall have the same meaning as in the Act.
  - (c) Reference to a section in this constitution refers to a section of the Act unless otherwise expressly provided.

**Allotment and acquisition of shares**

6. The following provisions apply to the allotment of shares:
  - (a) for the purposes of section 69(1) of the Act, the allotment of shares is authorised generally;
  - (b) for the purposes of section 69(3) of the Act, the general authorisation for the allotment of shares in the Company is not subject to any stipulation as to a period during which the allotment may occur; and
  - (c) the allotment of redeemable shares, within the meaning of section 66(4) of the Act, is permitted.
7. The Company:
  - (a) may give financial assistance for the purpose of an acquisition of its shares or the shares of any of its holding companies in the circumstances permitted by the Act; and
  - (b) is authorised, for the purposes of section 105(4)(a) of the Act, to acquire its own shares.
8.
  - (a) The Directors (and any committee of the Directors so authorised by the Directors and any person so authorised by the Directors or such committee) may without prejudice to the provisions in the Constitution for the general power of management and to exercise all such powers of the Company as are not by the Act or this Constitution, required to be exercised by the Company in general meeting:

- (i) allot, issue, grant options over and otherwise dispose of shares in the Company;
- (ii) exercise the Company's powers to acquire its shares or the shares of any of its holding companies; and
- (iii) exercise the Company's power to give financial assistance for the purpose of an acquisition of its shares or the shares of any of its holding companies,

on such terms and subject to such conditions as they think fit, subject only to the provisions of the Act.

- (b) Section 69(4) of the Act shall not apply to the Company.

#### **Variation of company capital**

- 9. In addition to the provisions on the variation of company capital referred to in section 83(1) of the Act, the Company may, by special resolution, and with the consent of all the holders thereof, redesignate shares of one class as shares of another class or classes.

#### **Transfer of shares, etc.**

- 10. The Directors' power to decline to register a transfer of shares shall not cease to be exercisable on the expiry of two months after the date of delivery to the Company of the instrument of transfer of the share and section 95(1)(b) of the Act shall not apply to the Company.

#### **Transmission of Shares**

- 11. In addition to the provisions on the transmission of shares referred to in section 96 of the Act, the Directors may determine the procedures they consider appropriate on the transmission of shares in the capital of the Company, which are held by a corporate entity, on foot of a merger or division.

#### **Dividends**

- 12. Notwithstanding the provisions of section 124 of the Act, the Company may, where there is more than one class of shares in issue in its capital, declare a dividend on one or more classes of shares without declaring the same, or any dividend, on any other class or classes of shares.

#### **General meetings**

- 13.
  - (a) All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.
  - (b) The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by sections 178(3) to (7) of the Act. If at any time the number of Directors is less than the minimum number of Directors, any Director or any member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
  - (c) One or more members of the Company holding, or together holding, at any time not less than ninety per cent. (90 %) of the paid up share capital of the Company as, at that time, carries the right of voting at general meetings of the Company may convene an extraordinary general meeting of the Company.

- (d) An annual general meeting or extraordinary general meeting of the Company may be held outside the State.
- (e) A general meeting of the Company may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.
- (f) All business shall be deemed to be special business that is transacted at an extraordinary general meeting.

**Written decision of sole member**

- 14. At any time that the Company is a single-member company, its sole member may pass any resolution as a written decision in accordance with section 196 of the Act.

**Representative of bodies corporate**

- 15. Any body corporate which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual member of the Company. The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this Regulation to produce such evidence of the person's authority as such as the chairperson may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

**Dispensing with the need to hold an annual general meeting**

- 16. The Company may dispense with the need to hold an annual general meeting in any year where all the members entitled to attend and vote at such meeting, duly approve and sign a written resolution, in accordance with section 193 of the Act, in which they: -
  - (a) Acknowledge receipt of the financial statements that would have been required to have been laid before the annual general meeting;
  - (b) Resolve all such business, both ordinary and special, as the case may be, that would have been resolved at the annual general meeting; and
  - (c) Confirm that no change is proposed in the appointment of the Company's statutory auditor (if any).

**Appointment and removal of Directors**

- 17. In addition to the provisions of section 144 on the appointment of the first and subsequent directors, and for the avoidance of doubt, directors may also be appointed by the holder or holders, as the case may be, of any shares conferring the right to appoint one or more directors. Such directors may, if the rights of the shares so permit, also be removed and replaced by their appointer(s).

**Vacation of office by Directors**

- 18. In addition to the circumstances described in sections 146, 148(1) and 196(2) of the Act, the office of Director shall be vacated:
  - (a) ipso facto, if that Director:
    - (i) resigns his or her office by notice in writing to the Company;

- (ii) resigns his or her office by spoken declaration at any board meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting unless otherwise resolved;
  - (iii) is adjudicated insolvent or makes any arrangement or compromise with his creditors generally (in any jurisdiction); or
  - (iv) is removed from office by notice in writing to the Company:
    - A. where there is a sole member, by the sole member; and
    - B. where there is more than one member, by any member or members having the right to attend and vote at a general meeting of the Company on a resolution to remove a Director and holding for the time being not less than ninety per cent. (90%) in nominal value of the shares giving that right.
- (b) by resolution of the board of Directors where that Director:
- (i) can no longer be reasonably regarded as possessing an adequate decision making capacity by reason of his or her health;
  - (ii) becomes subject to a declaration of restriction under section 819 of the Act, at any time during the currency of the declaration;
  - (iii) is sentenced to a term of imprisonment (whether or not the term is suspended) following conviction of a criminal offence in any jurisdiction;
  - (iv) is for more than six months absent, without the permission of the Directors, from meetings of the Directors held during that period; or
  - (v) is in full-time employment of the Company or the Company's holding company or a subsidiary of the Company's holding company, upon the termination of such employment,

and a Director so removed pursuant to paragraph (a) or paragraph (b) of this Regulation shall have no right to prior notice or to raise any objection to his or her removal from office but any removal (other than one initiated by the Director) shall be without prejudice to any claim for compensation or damages payable as a result of the removal also terminating any contract of service. Section 148(2) of the Act shall not apply to the Company.

### **Meetings of Directors**

19.

- (a) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall not have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- (b) All Directors shall be entitled to reasonable notice of any meeting of the Directors.
- (c) Nothing in this Regulation or any other provision of the Act enables a person, other than a Director, to object to the notice given for any meeting of the Directors.
- (d) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two but, where the Company has a sole Director, the quorum shall be one.

- (e) The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed in accordance with this Constitution as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.
- (f) A meeting of the Directors, or a committee established in accordance with this Constitution, may consist of a conference call between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
  - (i) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (ii) such a meeting shall be deemed to take place:
    - A. where the largest group of those participating in the conference is assembled;
    - B. if there is no such group, where the chairperson of the meeting then is; or
    - C. if neither subparagraph (ii) (A) or (ii) (B) above applies, in such location as the meeting itself decides.
- (g) Sections 160 and 161 of the Act shall not apply to the Company.

#### **Written resolutions of Directors**

- 20. A resolution in writing signed by all the Directors, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Directors or such a committee duly convened and held. The resolution may consist of several documents in like form each signed by one or more Directors and for all purposes shall take effect from the time that it is signed by the last Director.

#### **Committees**

- 21. The Directors may establish and dissolve one or more committees consisting in whole or in part of members of the board of Directors. Where any committee is established by the Directors:
  - (a) the chairperson, meetings and proceedings of such committee (including voting on any resolution) shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations imposed upon such committee by the Directors; and
  - (b) the Directors may authorise, or may authorise such committee to authorise, any person who is not a Director to attend all or any meetings of any such committee on such terms as the Directors or the committee think fit, provided that any such person shall not be entitled to vote at meetings of the committee.

#### **Directors' duties, conflicts of interest, etc.**

- 22.
  - (a) For all purposes and, without prejudice to the generality of the foregoing, as an exception to the duties in sections 228(1)(d) and 228(1)(f) of the Act and, if applicable, subject to the relevant

Directors complying with the disclosure obligation in section 231 of the Act, the Directors (and each of them) are expressly permitted to:

- (i) vote in respect of any contract, appointment or arrangement ("Contract") in which he or she is interested (including his or her own appointment or the arrangement of the terms of it) and shall be counted in the quorum present at the meeting;
  - (ii) benefit, whether directly or indirectly, from any such Contract referred to in (i) above;
  - (iii) exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and, in particular, they may exercise the voting powers in favour of any resolution:
    - A. appointing the Directors or any of them as directors or officers of such other company; or
    - B. providing for the payment of remuneration or pensions to the directors or officers of such other company;
  - (iv) be or become a director or other officer of, or otherwise interested in, any company or other body corporate promoted by the Company or in which the Company may be interested as a shareholder or otherwise and shall not be accountable to the Company for any remuneration or other benefits received by him or her as a director or officer of, or from his or her interest in, such other company or body corporate unless the Company directs otherwise;
  - (v) act by himself or herself or his or her firm, in a professional capacity for the Company and any Director, in such a case, or his or her firm, shall be entitled to remuneration for professional services as if he or she were not a Director, but nothing in this Regulation authorises a Director, or his or her firm, to act as statutory auditor of the Company;
  - (vi) hold any other office or place of profit under the company (other than the office of statutory auditor) in conjunction with the Director's office of director for such period and on such terms as to remuneration and otherwise as the board of Directors may determine; and
  - (vii) contract with the Company either with regard to his or her tenure of any such other office or place of profit or as vendor, purchaser or otherwise (and neither a Director nor an intending Director shall be disqualified by his office from so contracting).
- (b) For the purposes of section 228(1)(d) of the Act, the reasonable personal use by a Director of any property of the Company and made available for use by the Director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company under contract or otherwise.
- (c) Subject to section 228(1)(a) of the Act, the Directors and any Director may have regard to the interests of the Company's holding company, any of its subsidiary companies or any of its fellow subsidiary companies.
- (d) It shall be the duty of each Director to obtain the prior approval of the board of Directors, before entering into any commitment permitted by sections 228(1)(e)(ii) and 228(2) of the Act, and nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the board of Directors or has been approved pursuant to such authority as may be delegated by the board of Directors in accordance with this Constitution.
- (e) The Company may not avoid any contract or other transaction entered into by the Company on foot of action taken by the Directors (or any of them) that is in accordance with this Regulation and no

Director shall be liable to account to the Company for any profit made or to indemnify the Company for any loss suffered as a result of any act or omission of the Company or of the Directors (and any of them) that is authorised by this Regulation.

- (f) Sections 161, 162, 163, 229(1) and 230 of the Act shall not apply to the Company.

#### **Alternate Directors**

23. Any Director may, by notice in writing to the secretary or to the other Directors in writing appoint any other person (including a director) to be his alternate to act in his place at any meeting of the Board at which he is unable to be present. A Director may at any time in writing revoke the appointment of an alternate appointed by him and an alternate may not be removed by a majority of the other Directors. For the purposes of Section 161(1) of the Act, the signature of an alternate director shall suffice in place of the signature of the Director appointing him or her.

#### **The common seal and official seal**

- 24.
- (a) The Company's seal shall be used only by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and the use of the seal shall be deemed to be authorised for these purposes where the matter or transaction or contract pursuant to which the seal is to be used has been so authorised.
  - (b) Any instrument to which the Company's seal shall be affixed shall be signed by any one Director or the company secretary or by some other person appointed for the purpose by the Directors or by a committee of the Directors.
  - (c) The Company may have an official seal for use abroad.
  - (d) Sections 43(2) and 43(3) of the Act shall not apply to the Company.

#### **Service of notice on members**

25. In section 218(3)(c) of the Act the word "envelope" shall be used in place of the word "letter".
26. The Company shall have the option, for the purposes of section 218(3)(d) of the Act, to serve or give notice to each member who is entitled to same, by means of email or other electronic delivery. For this purpose, the Company shall obtain a valid email address from each member entitled to notice and it shall be the responsibility of each member to ensure that any change in the said email address is notified to the Company. Any notice served or given in this manner shall be deemed to have been delivered in accordance with the provisions of section 218(5)(d) of the Act.

#### **Indemnification**

27. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act every Director, secretary and other officer (excluding statutory auditors) of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

#### **Execution of negotiable instruments and receipts**

28. Each: -

- (a) Cheque, electronic funds transfer, promissory note, draft, bill of exchange or other negotiable instrument, and
- (b) receipt for moneys paid to the Company,

Shall be signed, drawn, accepted, authenticated, endorsed or otherwise executed, as the case may be, by such person or persons in such manner as the directors of the company shall from time to time by resolution determine.

Section 164 of the Act shall be disapplied.

**Single-member company**

29. If and for so long as the Company has only one member:

- (a) in relation to a general meeting, the sole member or a proxy of that member or (if the member is a corporation) a duly authorised representative of that member shall be a quorum;
- (b) a proxy for the sole member or (if the member is a corporation) a duly authorised representative of that member may vote on a show of hands;
- (c) the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member shall be a chairman of any general meeting of the Company; and
- (d) all other provisions of the Act or this Constitution shall apply with necessary modification (unless the provision expressly provides otherwise).



I, the person whose name, address and description are subscribed, wish to be formed into a Company in pursuance of this Constitution, and I agree to take the number of shares in the capital of the Company set opposite my name.

Name, address and description of subscriber	Number of shares taken by subscriber
Carol Dwyer Quarryland Dunboyne Co. Meath  Chartered Secretary	1                      One
Dated the 7 <sup>th</sup> day of September 2016	
Witness to the above signature:  Sharon Spendlove 4 Carrighill Lower Calverstown Kilcullen Co. Kildare  Company Administrator	

