

**ISLE OF MAN  
COMPANIES ACT 2006  
MEMORANDUM OF ASSOCIATION**

**OPG POWER VENTURES PLC**

**A COMPANY LIMITED BY SHARES**

(as adopted by special resolution passed at the AGM on 31<sup>st</sup> of October 2017)

**ISLE OF MAN**  
**COMPANIES ACT 2006**  
**MEMORANDUM OF ASSOCIATION**  
**OPG POWER VENTURES PLC**  
**A COMPANY LIMITED BY SHARES**

**1. Name**

The name of the Company is OPG Power Ventures Plc.

**2. Type of Company**

The Company is incorporated as a company limited by shares.

**3. Registered Office**

The address of the first registered office of the Company is 22 Athol Street, Douglas, Isle of Man, IM1 1JA.

**4. Registered Agent**

The name of the first registered agent of the Company is Wilton (IOM) Limited.

**5. Power and Capacity**

The Company has unlimited capacity to carry on or to undertake any business or activity, to do, or to be subject to, any act or to enter into any transaction.

**6. Subscribers**

Full Name and Residential or Business Address of the Subscriber	Number of Share the Subscriber agrees to take	Description of Shares which the Subscriber agrees to take	Amount the Subscriber agrees to pay for each Share
Wilton Secretaries Limited 22 Athol Street Douglas Isle of Man IM1 1JA	One (1)	Ordinary share with a par value of £0.01	£0.01

**7. Agreement of each subscriber to take shares**

The subscriber agrees to take the number of shares specified above upon the incorporation of the Company and agrees to pay the amount specified above for each such share.

**8. Amendment to Memorandum of Association or Articles of Association**

- (a) Subject to paragraph [8](b) of this Memorandum of Association, the directors of the Company may, by resolution, amend the Memorandum of Association or Articles of Association of the Company.
- (b) The directors of the Company shall not have power to amend the Memorandum of Association or Articles of Association of the Company
  - (i) to restrict the rights or powers of the shareholders of the Company to amend the Memorandum of Association or Articles of Association of the Company; or

- (ii) to change the majority of the voting rights of shareholders required to be exercised in order to pass a resolution to amend the Memorandum of Association or Articles of Association of the Company; or
  - (iii) in circumstances where the Memorandum of Association or Articles of Association of the Company cannot be amended by the shareholders of the Company
- (c) Notwithstanding sub-clauses 8(a) and 8(b) above, or any other provisions of the Articles of Association of the Company, Article 3A (Special Article) of the Articles of Association may be deleted or amended only after the termination of the Relationship Agreement.