

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

OPG POWER VENTURES PLC

A COMPANY LIMITED BY SHARES

(as adopted by resolution passed at the annual general meeting on [●] 2025)

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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 registered office of the Company is PO Box 145, Level 6, 10A Prospect Hill, Douglas, Isle of Man, IM99 1FY.

4. Registered Agent

The name of the registered agent of the Company is Chancery Trust Company 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. Amendment to Memorandum of Association or Articles of Association

- (a) Subject to paragraph 6(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.