

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to immediately consult your stockbroker, solicitor, bank manager, accountant or other independent financial adviser (being in the case of shareholders in Ireland, an organisation or firm authorised or exempted pursuant to the Investment Intermediaries Act 1995 (as amended) or the European Union (Markets in Financial Instruments) Regulations 2017 and, in the case of shareholders in the United Kingdom, an organisation or firm authorised or exempted pursuant to the Financial Services and Markets Act 2000 of the United Kingdom as (amended)).

If you have sold or transferred all your shares in Origin Enterprises plc, please pass this document but not the accompanying personalised Form of Proxy to the purchaser or transferee or to the stockbroker, bank or the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Annual General Meeting 2021

A letter from the Chairman of Origin Enterprises plc (“**the Company**”) is set out at pages 2 to 6 of this document.

Notice convening the Annual General Meeting of the Company to be held at The Merrion Hotel, Merrion Street Upper, Dublin 2, Ireland at 11.00 a.m. on Thursday, 25 November 2021 is set out on pages 7 to 12 of this document.

To be valid, a Form of Proxy for use at the Annual General Meeting must be completed and returned so as to be received by the Company’s Registrars, Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland, by hand during normal business hours, or by post to P.O. Box 1110, Maynooth, Co. Kildare, Ireland and no later than 11.00 a.m. on Tuesday, 23 November 2021. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company’s Registrars at www.signalshares.com. You will need your name, postcode and Investor Code (IVC), which can be found on your Form of Proxy.

ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY

(Registered in Ireland, Registered Number 426261)

Directors

Rose Hynes, Chairman
Sean Coyle, Chief Executive Officer
TJ Kelly, Chief Financial Officer
Kate Allum, Non-Executive Director
Gary Britton, Non-Executive Director
Aidan Connolly, Non-Executive Director
Helen Kirkpatrick, Non-Executive Director
Hugh McCutcheon, Non-Executive Director
Christopher Richards, Non-Executive Director
Lesley Williams, Non-Executive Director

Registered Office

4 - 6 Riverwalk
Citywest Business Campus
Dublin 24
D24 DCW0
Ireland

Company Secretary

Barbara Keane

29 October 2021

To the shareholders of Origin Enterprises plc (“the Company”) (and for information purposes only, to the members of the Company’s Long Term Incentive Plans and SAYE Schemes)

Dear Shareholder,

I am writing to you to outline the resolutions to be proposed at the forthcoming Annual General Meeting, all of which resolutions the Board of Directors are recommending for your approval.

I would draw your attention to the Notice of Annual General Meeting of the Company, which is included at the end of this document. The Annual General Meeting (“AGM”) will be held at 11.00 a.m. on Thursday 25 November 2021 at The Merrion Hotel, Merrion Street Upper, Dublin 2.

The business to be transacted at the Annual General Meeting is as follows:

Resolution 1 – Receipt of the financial statements

This is a resolution to receive and consider the annual financial statements for the year ended 31 July 2021 following the meeting’s review of the affairs of the Company.

Resolution 2 – Declaration of dividend

This is an ordinary resolution to declare a final dividend of 7.85 cent per ordinary share which, when combined with the interim dividend of 3.15 cent per ordinary share, brings the total dividend for the financial year to 11.00 cent per ordinary share. The final dividend is payable on 4 February 2022 to shareholders on the register on 14 January 2022.

Resolutions 3(a) to (h) – Election and re-election of Directors

Resolutions 3(a) – (h) will be proposed separately, as ordinary resolutions, in respect of the election or re-election of each Director putting themselves forward at the AGM.

Letter from the Chairman

As Kate Allum and Hugh McCutcheon are not seeking re-election at this year's Annual General Meeting, I would like to take this opportunity to thank Kate and Hugh, on behalf of the Board, for their commitment, contributions and support during their respective tenures and wish them well in their future endeavours.

TJ Kelly, Aidan Connolly and Lesley Williams were appointed to the Board since the 2020 AGM and will offer themselves for election in accordance with the Company's Articles of Association.

TJ Kelly, Group Chief Financial Officer, was appointed as an Executive Director on 18 January 2021. Mr Kelly joined the Company from Hostelworld Group plc, the global hostel-focused online booking agency, where he was CFO and a member of the board. Prior to this, Mr Kelly worked in the US and Ireland with Glanbia plc for 12 years, where he held a number of senior leadership roles, including CFO of the Performance Nutrition Business and Group Financial Controller with responsibility for Investor Relations. He is a fellow of Chartered Accountants Ireland.

Aidan Connolly was appointed as a Non-Executive Director on 1 October 2021 and as a member of the Board's ESG Committee at that date. Mr. Connolly is Chief Executive of Cainthus, an Irish agtech start-up using artificial intelligence to deliver data-driven solutions to dairy farms. He is also president of U.S.-based AgriTech Capital, a strategic consulting and investment firm in the agribusiness sector, and Non-Executive Director at other companies. He holds a Master's Degree in International Marketing from the Smurfit School of Business, University College Dublin.

Lesley Williams was appointed as a Non-Executive Director on 15 October 2021 and a member of the Board's Audit and Risk Committee and ESG Committee with effect from 1 November 2021. Ms. Williams has over 25 years' experience in capital markets having held senior positions with Investec Bank plc, Euronext Dublin and Goodbody Stockbrokers. She is an independent Non-Executive Director at Irish Continental Group plc and holds a number of directorships in the asset management and international fund sectors. She is an Associate member of the Chartered Financial Analyst Institute (CFA), a Fellow of the Chartered Institute for Securities and Investment and holds a Diploma in Company Direction from the Institute of Directors in Ireland.

Further details on each of TJ Kelly, Aidan Connolly and Lesley Williams are available on the Company's website www.originenterprises.com.

Consistent with the policy adopted by the Board in 2018, all other Directors shall retire at the AGM and offer themselves for re-election. Biographical details of the Directors seeking re-election are found on pages 62 and 63 of the 2021 Annual Report and are available on the Company's website www.originenterprises.com.

Resolution 4 – Auditors' remuneration

Resolution 4 is an ordinary resolution seeking to renew the Directors' authority to fix the remuneration of the auditors for the year ending 31 July 2022.

Resolution 5 – Receipt and consideration of the Remuneration Report

This resolution, which is advisory only, is to note the receipt and consideration of the Remuneration Committee's Annual Report on Remuneration as set out on pages 90 to 96 of the 2021 Annual Report.

Resolution 6 – Authority to allot shares

This is an ordinary resolution, proposed annually, to authorise the Directors to allot "relevant securities" (essentially ordinary shares in the Company or rights to subscribe for ordinary shares) up to an amount equivalent to one-third of the nominal value of the issued ordinary share capital of the Company at the

date of this document (excluding treasury shares). The Directors have no current intention to exercise the power to be conferred by this resolution.

Resolutions 7(a) and (b) – Authority to dis-apply pre-emption rights

Resolution 7(a) is a special resolution to permit the Directors to allot “equity securities” (essentially ordinary shares in the Company or rights to subscribe for ordinary shares) for cash otherwise than in accordance with statutory pre-emption rights (i) in connection with rights issues or other pre-emptive offers to shareholders generally and (ii) otherwise in an amount up to 5% of the nominal value of the issued ordinary share capital of the Company at the date of this document (excluding treasury shares). The Directors have no current intention to exercise the power to be conferred by this resolution.

Resolution 7(b) is a special resolution to permit the Directors, in addition to the authority granted under Resolution 7(a), to allot “equity securities” for cash otherwise than in accordance with statutory pre-emption rights in an amount up to a further 5% of the nominal value of the issued ordinary share capital of the Company at the date of this document (excluding treasury shares) for the purposes of what the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this document. The Directors have no current intention to exercise the power to be conferred by this resolution.

Resolutions 8(a) and (b) – Authorisation of market purchases of the Company’s shares and setting of reissue price of those shares

Resolution 8(a) is a special resolution, proposed annually, to empower the Company (or any subsidiary) to make market purchases of up to 10% of the Company’s issued shares at close of business on the date of passing of the resolution (excluding treasury shares) on the basis described in the resolution. The Directors have no current intention to utilise the power to be conferred by this resolution and your Board undertakes to exercise this power only when it believes that such exercise is in the best interests of the shareholders.

Resolution 8(b) is a special resolution dependent on the passing of Resolution 8(a) and is to set the reissue price of shares purchased pursuant to Resolution 8(a) if held as treasury shares.

Public Health Guidelines and the AGM

The well-being of our Shareholders and our people is a key concern for the Directors. At the time of writing, the Company expects the AGM to proceed as outlined in the Notice of AGM, however, we continue to closely monitor the evolving COVID-19 situation and the advice by the Government of Ireland in relation to the pandemic. We will take all recommendations and applicable law into account in the conduct of the AGM. Government guidelines applying on the date of the AGM may impact on our ability to facilitate personal attendance at the AGM, and we would therefore encourage Shareholders to submit their Form of Proxy to ensure they can vote and be represented at the AGM. By submitting a Form of Proxy in favour of the chairman of the AGM you can ensure that your votes on the resolutions are cast in accordance with your wishes without attending in person. Any relevant updates regarding the AGM, including any changes to the arrangements outlined in the Notice of AGM, will be announced via a Regulatory Information Service and will be available on the Company’s website, www.originenterprises.com.

In the event that it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an

unacceptable health and safety risk, the AGM may be adjourned or postponed or relocated to a different time and/or venue, in which case notification of such adjournment or postponement or relocation will be given in accordance with applicable law.

Action to be taken by you

Shareholders who are not attending the AGM may appoint a proxy. The process for appointing a proxy will depend on the manner in which you hold your ordinary shares in the Company (“**Ordinary Shares**”).

For Shareholders whose name appears on the register of members of the Company (being those who hold their Ordinary Shares in certificated form and who do not hold their interests in Ordinary Shares as Belgian law rights through the Euroclear System or as CREST depository interests (“**CDIs**”) through the CREST system), your proxy may be submitted:

- by completing the enclosed Form of Proxy and returning it to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland, by hand during normal business hours or, by post, to P.O. Box 1110, Maynooth, Co. Kildare, Ireland;
or
- through the internet; instructions on how to do this are set out on the Form of Proxy.

Electronic proxy voting by Euroclear Nominees Limited in respect of the Ordinary Shares registered in the name of Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV (“**Euroclear Bank**”) may also occur through the use of a secured mechanism to exchange electronic messages as agreed by the Company with Euroclear Bank.

Persons who hold their interests in Ordinary Shares as Belgian law rights through the Euroclear system or as CDIs through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further information for CREST members with holdings of CDIs

Euroclear UK & Ireland Limited (“**EUI**”), the operator of the CREST system, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited (“**Broadridge**”). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.

If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.

Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge’s voting deadline will be earlier than Euroclear Bank’s voting instruction deadline.

Letter from the Chairman

CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

Deadlines for receipt by the Company of proxy voting instructions

All proxy voting instructions (whether submitted directly or through the Euroclear or (via a holding of CDIs) CREST systems) must be received by the Company's Registrars not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by the respective service offerings. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Recommendation

The Directors believe that the resolutions set out in the Notice of AGM are in the best interests of the Company and of shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions at the Annual General Meeting, which they intend to do in respect of their shareholdings in the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Rose Hynes', with a stylized flourish at the end.

Rose Hynes
Chairman

Notice of Annual General Meeting

ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Origin Enterprises plc will be held at The Merrion Hotel, Merrion Street Upper, Dublin 2, Ireland, on Thursday, 25 November 2021 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. Following a review of the Company's affairs, to receive and consider the financial statements for the year ended 31 July 2021 and the reports of the Directors and the auditors thereon. **(Resolution 1)**
2. To declare a final dividend of 7.85 cent per ordinary share for the year ending 31 July 2021, payable on 4 February 2022 to the holders of ordinary shares on the register of members at close of business on 14 January 2022, subject to payment thereof in currencies in accordance with such procedures (including as to determination of applicable exchange rate) as may be specified by the Directors. **(Resolution 2)**
3. To re-elect as directors:
 - (a) Gary Britton;
 - (b) Sean Coyle;
 - (c) Rose Hynes;
 - (d) Helen Kirkpatrick; and
 - (e) Christopher Richards,and to elect as director:
 - (f) Aidan Connolly;
 - (g) Thomas James (TJ) Kelly; and
 - (h) Lesley Williams.**(Resolutions 3(a), 3(b), 3(c), 3(d), 3(e), 3(f), 3(g) and 3(h) each a separate ordinary resolution)**
4. To authorise the Directors to fix the remuneration of the auditors for the year ending 31 July 2022. **(Resolution 4)**
5. To receive and consider the Remuneration Committee's Annual Report on Remuneration for the year ended 31 July 2021 set out on pages 90 to 96 of the Annual Report for 2021. **(Resolution 5)**
6. **As an ordinary resolution (Resolution 6)**

That the Directors be and are hereby generally and unconditionally authorised, pursuant to and in accordance with Article 3.2(c) of the Articles of Association of the Company, to exercise all the powers of the Company to allot relevant securities within the meaning of Section 1021 of the Companies Act 2014 (the "2014 Act"), provided that:

- (a) the maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be shares with an aggregate nominal value equivalent to one third of the issued ordinary share capital of the Company on the date of this Notice (excluding treasury shares), being €418,653; and

Notice of Annual General Meeting

- (b) the authority hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 24 February 2023 unless previously revoked or renewed in accordance with the provisions of the 2014 Act save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted or issued after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

7. As special resolutions

Resolution 7(a):

That, subject to the passing of Resolution 6, for the purposes of Section 1023(3) of the Companies Act 2014 (the “**2014 Act**”), the Directors be and are hereby empowered to allot equity securities for cash pursuant to and in accordance with Article 3.2(d) of the Articles of Association of the Company as if Section 1022(1) of the 2014 Act did not apply to any such allotment, to include the reissue of any treasury shares from time to time, provided that the powers conferred by this resolution shall be limited to:

- (i) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- (ii) the allotment, other than on foot of the authority conferred by sub-paragraph (i) above, of equity securities up to an aggregate nominal value equal to 5% of the issued ordinary share capital of the Company on the date of this Notice (excluding treasury shares), being €62,798,

provided that the authority hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 24 February 2023 unless previously revoked or renewed in accordance with the provisions of the 2014 Act save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or issued after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired.

Resolution 7(b):

That, subject to the passing of Resolution 6, for the purposes of Section 1023(3) of the Companies Act 2014 (the “**2014 Act**”), the Directors be and are hereby empowered, in addition to any authority granted under Resolution 7(a), to allot equity securities for cash pursuant to and in accordance with Article 3.2(d) of the Articles of Association of the Company as if Section 1022(1) of the 2014 Act did not apply to any such allotment, to include the reissue of any treasury shares from time to time, provided that the powers conferred by this resolution shall be limited to:

- (i) the allotment of equity securities up to an aggregate nominal value equal to 5% of the issued ordinary share capital of the Company on the date of this Notice (excluding treasury shares), being €62,798; and
- (ii) where the proceeds of the allotment are to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

Notice of Annual General Meeting

provided that the authority hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 24 February 2023 unless previously revoked or renewed in accordance with the provisions of the 2014 Act save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or issued after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired.

8. As special resolutions

Resolution 8(a):

That the Company and/or any subsidiary (as defined by Section 7 of the Companies Act 2014 (the “**2014 Act**”)) of the Company is hereby generally authorised to purchase on a securities market (as defined by Section 1072 of the 2014 Act) ordinary shares of €0.01 each in the capital of the Company (“**Ordinary Shares**”) on such terms and conditions and in such manner as the Directors may determine from time to time but subject to the provisions of the 2014 Act and to the following restrictions and provisions:

- (a) the maximum number of Ordinary Shares authorised to be acquired pursuant to this resolution shall not exceed 10% of the issued share capital of the Company (excluding treasury shares) at close of business on the date of passing of this resolution;
- (b) the minimum price (excluding expenses) which may be paid for any share shall be an amount equal to the nominal value thereof;
- (c) the maximum price (excluding expenses) which may be paid for any share (a “**relevant share**”) shall be an amount equal to the greater of:
 - (i) 105% of the average of the five amounts resulting from determining whichever of the following (A), (B) or (C) specified below in relation to the shares of the same class as the relevant share shall be appropriate for each of the five business days immediately preceding the day on which the relevant share is purchased, as determined from the information published by the trading venue where the purchase will be carried out reporting the business done on each of those five business days:
 - (A) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
 - (B) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
 - (C) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day;and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Euronext Dublin or its equivalent; and
 - (ii) the higher of the price quoted for:
 - (A) the last independent trade of; and
 - (B) the highest current independent bid or offer for, the Company’s shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out.

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The authority hereby granted shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 24 February 2023, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the 2014 Act. The Company or any such subsidiary may, before such expiry, enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

Resolution 8(b):

That, subject to the passing of Resolution 8(a), for the purposes of Section 1078 of the Companies Act 2014 (the “**2014 Act**”), the reissue price range at which any treasury shares (as defined by Section 106 of the 2014 Act) for the time being held by the Company may be reissued off-market shall be as follows:

- (a) the maximum price at which a treasury share may be reissued off-market shall be an amount equal to 120% of the “appropriate price”; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such a share is required to satisfy an obligation under an employees’ share scheme (as defined in the 2014 Act) operated by the Company or, in all other cases, an amount equal to 95% of the appropriate price.

For the purposes of this resolution the expression “appropriate price” shall mean the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to shares of the class of which such treasury share is to be reissued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is reissued, as determined from information published in the Euronext Dublin Daily Official List reporting the business done in each of those five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the high or low market guide prices for the day; and

if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the appropriate price. If the means of providing the foregoing information as to dealings and prices by reference to which the appropriate price is to be determined is altered or is replaced by some other means, then the appropriate price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent.

The authority hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 24 February 2023 unless previously revoked or renewed in accordance with the provisions of the 2014 Act.

By Order of the Board.

Barbara Keane
Company Secretary
4 - 6 Riverwalk
Citywest Business Campus
Dublin 24
D24 DCW0

Dated: 29 October 2021

Notice of Annual General Meeting

NOTES:

Entitlement to attend and vote

1. Only those persons holding ordinary shares of €0.01 each (“**Ordinary Shares**”) in the capital of the Company registered in the register of members of the Company at 6 p.m. on 21 November 2021 or if the AGM is adjourned, at 6.00 p.m. on the day that falls four days before the date appointed for the adjourned meeting (for the purpose of these notes only, “**Shareholders**”) shall be entitled to attend, speak, ask questions and in respect of the number of Ordinary Shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Appointment of Proxies

2. A Shareholder who is entitled to attend, speak, ask questions and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of Ordinary Shares held in different securities accounts. Only Shareholders shall have the right to appoint a proxy to attend, speak, ask questions and vote on his/her behalf at the AGM and at any adjournment thereof. Such a Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the Ordinary Shares differently from other Ordinary Shares held by it. The appointment of a proxy will not preclude a Shareholder from attending, speaking, asking questions and voting at the AGM should such Shareholder subsequently wish to do so. A proxy shall be bound by the Articles of Association of the Company. A proxy need not be a shareholder of the Company. Any Shareholder wishing to appoint more than one proxy should contact the Registrars of the Company, Link Registrars Limited on +353 (0)1 553 0050.
3. A Form of Proxy for use by Shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in Ireland, must be deposited with the Registrars of the Company, either by post or by hand to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.
4. Alternatively, subject to the Articles of Association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy by a Shareholder may be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company’s Registrars’ website www.signalshares.com. You will need your Investor Code (“**IVC**”), which can be found on your Form of Proxy. Electronic proxy voting by Euroclear Nominees Limited in respect of the Ordinary Shares registered in the name of Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV (“**Euroclear Bank**”) may also occur through the use of a secured mechanism to exchange electronic messages as agreed by the Company with Euroclear Bank.
5. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 4.
6. Persons who hold their interests in ordinary shares of the Company as Belgian law rights through the Euroclear system (either directly or indirectly, including through a custodian) or as CREST depository interests through the CREST system, should consult with their stockbroker, custodian or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy voting instructions for the AGM through the respective systems.

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Voting rights and total number of issued shares

7. In the case of joint Shareholders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered Shareholders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. The total number of issued Ordinary Shares on the date of this Notice of AGM is 126,396,184. Each Ordinary Share carries one vote. Voting on the resolutions will be decided on a poll. Ordinary resolutions require to be passed by a simple majority of votes cast by those Shareholders who vote in person or by proxy. Special resolutions require to be passed by a majority of 75 per cent of the votes by those Shareholders who vote in person or by proxy.

* * *