

Resolutions to be voted on are set out in detail in the Notice of Extraordinary General Meeting.

	*For	*Against	*Discretion	*Vote Withheld
1 To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To amend and adopt new Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise and instruct the Company to take all actions necessary to implement the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Form of Proxy for the Extraordinary General Meeting of Origin Enterprises plc (the "Company") on Thursday, 28 January 2021 at 10.30 a.m. at Origin Enterprises plc, 4-6 Riverwalk, Citywest Business Campus, Dublin 24.

I/We, the undersigned being (an) Ordinary Shareholder(s) of Origin Enterprises plc HEREBY APPOINT the Chairman of the Meeting†

.....

of.....

as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, 28 January 2021 at 10.30 a.m. and at any adjournment thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice convening the Extraordinary General Meeting.

Signature.....

Date.....

† If it is desired to appoint another person as proxy, "Chairman of the Meeting" should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.
 * Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote For, Against, to Withhold your vote or give him/her Discretion to vote as he/she wishes on each resolution by marking as appropriate. If no specific directions are given, the proxy will vote or withhold your vote at his/her discretion. The Vote Withheld option is provided to enable you to instruct your proxy not to vote on a particular resolution, however it should be noted that a Vote Withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" each resolution. Shareholders, including CREST members, wishing to appoint a proxy electronically should refer to the notes to the Notice of the Extraordinary General Meeting. The resolutions to be voted on are set out in full in the Notice of Extraordinary General Meeting.

Detach here



Please bring this Attendance Card with you to the meeting.
 You will be asked for it when you arrive.

Detach here

Attendance Card

Extraordinary General Meeting on Thursday, 28 January 2021 at 10.30 a.m. at Origin Enterprises plc, 4-6 Riverwalk, Citywest Business Campus, Dublin 24

Signature of Shareholder _____

If you are a proxy

Name of proxy (Block Letters) _____

Signature _____

NOTES:

- (1) Ordinary shareholders who are unable to attend this Meeting personally should complete this Proxy and post same to reach the address set out at Note 4 below not later than 48 hours before the time appointed for the holding of the meeting.
- (2) In the case of a Corporation this Proxy must be given either under its Common Seal or under the hand of an officer or attorney, duly authorised.
- (3) In the case of joint holders 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 holders 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.
- (4) Any member of the Company entitled to attend and vote may appoint one or more proxies (whether a member or not) as his/her proxy to attend, speak and vote on his/her behalf. To be valid, a form of proxy must be deposited by hand at the office of the Company's Registrars, Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland, or by post to P.O. Box 1110, Maynooth, Co. Kildare, Ireland and to arrive not later than 10.30 a.m. on Tuesday, 26 January 2021 being 48 hours before the time appointed for the holding of the meeting.
- (5) Electronic proxy appointment is available for the Extraordinary General Meeting. This facility enables a shareholder to lodge their proxy appointment by electronic means by logging on to the website of the registrars, Link Registrars Limited: www.signalshares.com and entering the Company name, Origin Enterprises plc. You will need to register for Share Portal, by clicking on "registration section" (if you have not registered previously) and following the instructions thereon. To be valid, the electronic proxy appointment notification must be submitted online by 10.30 a.m. on Tuesday, 26 January 2021 or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 48 hours before the taking of the poll at which it is to be used.
- (6) Pursuant to section 1095 of the Companies Act 2014, the Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 7.00 p.m. on Tuesday, 26 January 2021 or if the meeting is adjourned, at 7.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Extraordinary General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register after that time and date shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (7) CREST members who wish to vote electronically should refer to the notes to the Notice of Extraordinary General Meeting.