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If you have sold or transferred all your shares in Origin Enterprises plc, please pass this document but not the accompanying white 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.

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# Origin Enterprises plc

## Annual General Meeting 2013

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A letter from the Chairman of Origin Enterprises plc (“the Company”) is set out at pages 2 and 3 of this document.

Notice convening the Annual General Meeting of the Company to be held at The Westbury Hotel, Grafton Street, Dublin 2, at 10:30 a.m. on Monday 18 November 2013 is set out on pages 4 to 8 of this document.

To be valid, white Forms of Proxy for use at the Annual General Meeting must be completed and returned so as to be received by the Company’s Registrars, Capita Asset Services\*, Shareholder solutions, 2 Grand Canal Square, Dublin 2, Ireland, during normal business hours, or by post to P.O. Box 7117, Dublin 2, Ireland no later than 10:30 a.m. on Saturday 16 November 2013.

\*Capita Asset Services is a trading name of Capita Registrars (Ireland) Limited.

**ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY**

(Registered in the Republic of Ireland, Registered Number 426261)

*Directors*

Owen Killian, Chairman  
Tom O'Mahony, Chief Executive Officer  
Brendan Fitzgerald, Chief Financial Officer  
Declan Giblin, Executive  
Hugh McCutcheon, Non-Executive  
Patrick McEniff, Non-Executive  
Rose McHugh, Non-Executive

*Registered Office*  
151 Thomas Street  
Dublin 8  
Ireland

*Company Secretary*  
Pat Morrissey

17 October 2013

*To the shareholders of Origin Enterprises plc ("the Company")*

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 will be held on Monday 18 November 2013 at The Westbury Hotel, Grafton Street, Dublin 2 at 10:30 a.m. and which is included in this document.

**Ordinary Business**

**Resolution 1 – receipt and approval of the accounts**

This is a resolution to note the consideration of the annual accounts.

**Resolution 2 – approval of dividend**

This is a resolution to declare a final dividend of 17.25 cent per Ordinary Share.

**Resolutions 3 (a) and (b) – re-election of Directors**

These are resolutions to re-elect Declan Giblin and myself, being Directors retiring under the Articles of Association.

**Resolution 4 – Auditor's remuneration**

This is a resolution authorising the Directors to fix the remuneration of the auditors.

**Special Business**

In addition to the Ordinary Business of the meeting there are a number of routine items of Special Business, together with a Special Resolution to make some minor amendments to the Memorandum and Articles of Association. The following is a summary of the Special Business.

**Resolution 5 – Directors' power to allot shares generally**

This is an ordinary resolution, proposed annually, to authorise the Directors to allot "relevant securities" (essentially Ordinary Shares in the Company) up to an amount of one third of the nominal value of the issued share capital of the Company at the date of the passing of the resolution. The Directors have no current intention to exercise the power to be conferred by this resolution.

**Resolution 6 – Directors’ power to allot shares for cash**

This is a special resolution, proposed annually, to permit the Directors to allot “equity securities” (essentially Ordinary Shares in the Company) for cash to shareholders in connection with a rights issue or open offer to shareholders generally or otherwise to allot for cash, equity, securities representing up to 5% of the Company’s issued ordinary share capital. The Directors have no current intention to exercise the power to be conferred by this resolution.

**Resolution 7 – authority to buy back up to 10% of the Company’s shares**

This is a special resolution, proposed annually, to empower the Company to make market purchases of up to 10% of the Company’s issued shares, subject to the restrictions set out in the Company’s Articles of Association, and to reissue those shares if held as treasury shares. Such market purchases would be distinct from those that would be made pursuant to the tender offer proposed to be approved at the Extraordinary General Meeting of the Company to be held immediately after the Annual General Meeting. 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 interest of the shareholders.

**Resolution 8 – amendments to the Memorandum and Articles of Association**

This is a special resolution to amend the Memorandum and Articles of Association in three respects. First, in view of the conversion of all of the Deferred Convertible Shares in the Company during 2012 and 2013, reference to the Deferred Convertible Shares will be removed. Secondly, in the context of the proposal for a tender offer for shares to be considered at the Extraordinary General Meeting of the Company to be held immediately after the Annual General Meeting, a number of adjustments are made to facilitate such an offer, subject to its being approved at the EGM. Finally we are also taking the opportunity to make a number of non-material amendments to the Articles in order to be aligned with current law and procedure.

**Recommendation**

The Directors believe that the proposals set out in the resolutions before the meeting 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

**Owen Killian**  
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 Westbury Hotel, Grafton Street, Dublin 2, on Monday 18 November 2013 at 10:30 a.m. for the following purposes:

**ORDINARY BUSINESS**

1. To receive and consider the Financial Statements for the year ended 31 July 2013 and the Report of the Directors' and Auditors thereon. **(Resolution 1)**
  
2. To declare a final dividend of 17.25 cent per Ordinary Share, payable on 2 December 2013 to the holders of Ordinary Shares on the register of members at close of business on 20 November 2013, 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
  - (a) Declan Giblin; and
  - (b) Owen Killian;

as Directors, who retire in accordance with the Articles of Association and being eligible offer themselves for re-election (as separate resolutions).

**(Resolutions 3(a) and 3(b))**

4. To authorise the Directors to fix the remuneration of the auditors. **(Resolution 4)**

**SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions:

5. **As an ordinary resolution (Resolution 5)**

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of the Companies (Amendment) Act 1983, ("**the 1983 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 share capital of the Company on the date of passing of this resolution or, if less, as of immediately preceding such allotment; and
  
- (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 17 February 2015 unless previously revoked or renewed in accordance with the provisions of the 1983 Act save that the Company may, before such expiry,

## *Notice of Annual General Meeting*

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.

### **6. As a special resolution (Resolution 6)**

That, subject to the passing of Resolution 5 before this meeting, for the purposes of Section 24(1) of the 1983 Act, the Directors be and are hereby empowered to allot equity securities for cash pursuant to and in accordance with Article 6(d) of the Articles of Association of the Company provided that the powers conferred by this Resolution shall be limited to:

- (a) 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 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
- (b) the allotment, other than on foot of the authority conferred by sub-paragraph (a) above, of equity securities up to an aggregate nominal value equal to 5% of the issued share capital of the Company on the date of passing of this resolution or, if less, as of immediately before such allotment;

provide 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 17 February 2015 unless previously revoked or renewed in accordance with the provisions of the 1983 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.

### **7. As a special resolution (Resolution 7)**

That:

- (a) the Company and/or any subsidiary (including a body corporate as referred to in the European Communities (Public Limited Companies: Subsidiaries) Regulations 1997) of the Company be and they are hereby generally authorised to make market purchases and overseas market purchases (as defined by Section 212 of the Companies Act 1990 (“**the 1990 Act**”)) of shares of any class of the Company on such terms and conditions and in such manner as the Directors may from time to time determine in accordance with and subject to the provisions of the 1990 Act and the restrictions and provisions set out in Article 48 of the Articles of Association of the Company, the maximum percentage, for the purposes of Article 48(c) being 10% of the issued share capital of the Company on the date of passing of this resolution; and
- (b) the reissue price range at which any treasury shares (as defined by Section 209 of the 1990 Act) for the time being held by the Company may be reissued off market shall be the range between the par value thereof and 5% above the average of the middle market quotations taken from the Irish Stock Exchange website at close of business on the 5 business days prior to the reissue;

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provided that the authorities 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 17 February 2015 unless previously revoked or renewed in accordance with the provisions of the 1990 Act.

### 8. As a special resolution (Resolution 8)

That:

(a) further to the conversion and redesignation of all the issued Deferred Convertible Shares as Ordinary Shares, all the Company's unissued Deferred Convertible Ordinary Shares be converted to and redesignated as Ordinary Shares, such that:

(i) Clause 4 of the Company's Memorandum of Association shall be amended to read:

“The share capital of the Company is €2,500,000 divided into 250,000,000 Ordinary Shares of €0.01 each (“**Ordinary Shares**”).”

(ii) Article 2 of the Company's Articles of Association shall be deleted and replaced with the following text:

“The share capital of the Company is €2,500,000 divided into 250,000,000 Ordinary Shares of €0.01 each (“**Ordinary Shares**”).”;

(b) the words “section 430 of the Taxes Consolidation Act 1997” be substituted for “Section 94 of the Corporation Tax Act 1976” where they appear in Article 10(g) of the Company's Articles of Association;

(c) Article 48(c)(i) of the Company's Articles of Association be deleted and replaced with the following text:

“other than in the case of a Tender Offer, purchases by the Company of its own shares shall, where such shares are (x) listed or quoted or (y) are subject to a marketing arrangement on the Irish Stock Exchange or the London Stock Exchange be limited to a maximum price which will not exceed (i) in the case of a Market Purchase or an Overseas Market Purchase, the market price of such shares or (ii) in the case of an Off-Market Purchase, a price which is five per cent above the average of the bid and offer price for such shares for the five business days before the purchase is made, or in any such manner as may be determined by the Directors on such basis as they consider fair and reasonable;”;

(d) a new paragraph (d) be inserted in Article 48 of the Company's Articles of Association as follows:

“In this Article:

“Irish Stock Exchange” means The Irish Stock Exchange Limited;

“London Stock Exchange” means The London Stock Exchange plc;

“Market Purchase” has the meaning ascribed to such term in Section 212(1) of the Companies Act 1990;

“Off-Market Purchase” has the meaning ascribed to such term in Section 212(1) of the Companies Act 1990;

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“Overseas Market Purchase” has the meaning ascribed to such term in Section 212(1A) of the Companies Act 1990;

“Tender Offer” means any tender offer made or to be made by or on behalf of the Company or any subsidiary of the Company (within the meaning of the European Communities (Public Limited Companies Subsidiaries) Regulations, 1997) inviting all or substantially all holders of Ordinary Shares to sell some or all of their Ordinary Shares on such terms and conditions and in such manner as the Directors may determine and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient (i) as to shares held under or subject to the terms of any employees’ share schemes or (ii) to deal with practical or legal issues or restrictions under the laws of, or the requirements of any recognised body or stock exchange in, any territory.”; and

- (e) a new Article 135A be inserted in the Company’s Articles of Association with the following text:

“(a) Without affecting Article 135, in respect of shares in uncertificated form:

- (i) where the Company is authorised to do so by or on behalf of the holder or joint holders in such manner as the Directors shall from time to time consider sufficient, the Directors may pay any dividend interest or other moneys by means of the Relevant System concerned (subject always to the facilities and requirements of that Relevant System);
  - (ii) every such payment made by means of the Relevant System concerned, shall be made in such manner as may be consistent with the facilities and requirements of the Relevant System concerned;
  - (iii) such payment may include the sending by the Company or by any person on its behalf, of an instruction to the Operator of the Relevant System to credit the Cash Memorandum Account of the holder or joint holders or of such person as the holder or joint holders may in writing direct.
- (b) If any cheque, warrant or order has or shall be alleged to have been lost, stolen or destroyed, the Directors may at the request of the persons entitled thereto issue a replacement cheque, warrant or order subject to compliance with such conditions as to evidence and indemnity and the payment of out-of pocket expenses of the Company in connection with the request as the Directors may think fit.
- (c) Payment of a cheque, warrant or order, or the debiting of the Company’s account in respect of the appropriate amount in accordance with the provisions of Article 135 and this Article, or, in respect of shares in uncertificated form, the making of payment in accordance with the facilities and requirements of the Relevant System concerned, shall be a good discharge of the Company.
- (d) (i) Any dividend or other payment to any particular holder or holders may be paid in such currency or currencies as may from time to time be determined by the Directors and any such payment shall be made in accordance with such rules regulations and procedures (including, without limitation, in relation to default currencies, currencies selected by Shareholders and the conversion rate or rates) as may be determined by the Directors in relation thereto.
- (ii) Without prejudice to the generality of the foregoing, dividends may be paid to Shareholders with registered addresses in a particular place in the currency of that place rather than in the currency in which the dividend is paid or declared.

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- (iii) The payment of a dividend in different currencies to Shareholders with registered addresses in different places (A) shall not constitute and (B) shall not be construed or deemed as constituting, the Shareholders in one place as a separate class of Shareholders.

(e) In this Article:

“the 1996 Regulations” means the Companies Act 1990 (Uncertificated Securities) Regulations 1996 and every modification or re-enactment thereof for the time being in force;

“Cash Memorandum Account” means an account so designated by the Operator of the Relevant System concerned;

“Relevant System” means a computer based system and procedures which enables title to shares to be evidenced and transferred without a written instrument and which facilitates supplementary and incidental matters and which is an “operator system” within the meaning of the 1996 Regulations.”

By Order of the Board.

Pat Morrissey  
Company Secretary,  
151 Thomas Street,  
Dublin 8.

Dated: 17 October 2013

**NOTES:**

- (a) Any member of the Company entitled to attend and vote may appoint another person (whether a member or not) as his/her proxy to attend, speak and vote on his/her behalf. For this purpose a white Form of Proxy is enclosed with this Notice. To be valid, the Form of Proxy must be deposited at the office of the Company’s Registrars, Capita Asset Services, Shareholder solutions, 2 Grand Canal Square, Dublin 2, Ireland, during normal business hours, or by post to P.O. Box 7117, Dublin 2, to arrive not later than 10:30 a.m. on Saturday 16 November 2013 being 48 hours before the time appointed for the holding of the meeting.
- (b) Electronic proxy appointment is available for the Annual General Meeting. This facility enables a Shareholder to lodge its proxy appointment by electronic means by logging on to the website of the registrars, [www.capitaassetservices.com](http://www.capitaassetservices.com). Shareholders should click on the “Share Portal (Ireland)” icon under “Online Services” and follow the instructions on screen. To be valid, the electronic proxy appointment notification must be submitted online by 10:30 a.m. on Saturday 16 November 2013, being 48 hours before the time appointed for the holding of the meeting.
- (c) Pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, the Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 6.00 p.m. on Saturday 16 November 2013 shall be entitled to attend and vote at the Annual 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.
- (d) The Register of Directors’ Interests will be available for inspection at the registered office of the Company during normal business hours from the date of this notice until the date of the meeting and on that date until the conclusion of the meeting.

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