

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 or the European Communities (Markets in Financial Instruments) Regulations 2007 (as amended) 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).

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.

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# Origin Enterprises plc

## Annual General Meeting 2014

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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 10:00 a.m. on Monday 24 November 2014 is set out on pages 4 to 6 of this document.

To be valid, 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 (Ireland), 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 10:00 a.m. on Saturday 22 November 2014.

\*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  
Imelda Hurley, 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

23 October 2014

*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 24 November 2014 at The Westbury Hotel, Grafton Street, Dublin 2 at 10:00 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 20 cent per Ordinary Share.

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

Imelda Hurley, our new Chief Financial Officer has been appointed to the Board of Directors since the last AGM, and accordingly comes up for election as a Director by shareholders for the first time. In addition Hugh McCutcheon and Tom O'Mahony retire under the provisions of the Articles of Association and submit themselves for re-election.

**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.

**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. 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.

**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 24 November 2014 at 10:00 a.m. for the following purposes:

**ORDINARY BUSINESS**

1. To receive and consider the Financial Statements for the year ended 31 July 2014 and the Report of the Directors' and Auditors thereon. **(Resolution 1)**
  
2. To declare a final dividend of 20 cent per Ordinary Share, payable on 12 December 2014 to the holders of Ordinary Shares on the register of members at close of business on 28 November 2014, 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 elect:
  - (a) Imelda Hurley as a Director;and to re-elect as Directors:
  - (b) Hugh McCutcheon; and
  - (c) Tom O'Mahony;who retire in accordance with the Articles of Association and being eligible offer themselves for re-election.  
**(Resolutions 3(a), 3(b), 3(c))**
  
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; 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 2016 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 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;

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 24 February 2016 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

## *Notice of Annual General Meeting*

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;

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 24 February 2016 unless previously revoked or renewed in accordance with the provisions of the 1990 Act.

By Order of the Board.

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

Dated: 23 October 2014

### **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 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 (Ireland), 2 Grand Canal Square, Dublin 2, Ireland or by post to P.O. Box 7117, Dublin 2, to arrive not later than 10:00 a.m. on Saturday 22 November 2014 being 48 hours before the time appointed for the holding of the meeting.
- (b) To appoint a proxy electronically, access the Company's Registrar's website at: [www.capitashareportal.com](http://www.capitashareportal.com), 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, a Form of Proxy submitted via the Internet must be received by no later than 10:00 a.m. on Saturday 22 November 2014 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.
- (c) In addition to note (b) above and subject to the Articles of Association of the Company and provided it is received at least 48 hours before the time appointed for the holding of the AGM or any adjournment thereof 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 may also be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Submissions through CREST must be completed in accordance with the procedures specified in the CREST Manual and received by the Registrar under CREST Participant ID 7RA08. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- (d) 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 22 November 2014 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.
- (e) 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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