

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 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 (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 2016

A letter from the Chairman of Origin Enterprises plc (“**the Company**”) is set out at pages 2 to 4 of this document.

Notice convening the Annual General Meeting of the Company to be held at The Westbury Hotel, Balfe Street (off Grafton Street), Dublin 2, D02 CH66, Ireland at 11.00 a.m. on Friday 25 November, 2016 is set out on pages 5 to 8 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, D02 A342, Ireland, during normal business hours, or by post to P.O. Box 7117, Dublin 2, Ireland no later than 11.00 a.m. on Wednesday 23 November, 2016. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company’s Registrar at www.capitashareportal.com. You will need your name, postcode and Investor Code (IVC), which can be found on your Form of Proxy.

*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

Rose Hynes, Chairman
Tom O'Mahony, Chief Executive Officer
Imelda Hurley, Chief Financial Officer
Declan Giblin, Executive Director
Kate Allum, Non-Executive Director
Gary Britton, Non-Executive Director
Hugh McCutcheon, Non-Executive Director
Rose McHugh, Non-Executive Director
Christopher Richards, Non-Executive Director

Registered Office

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

Company Secretary

Imelda Hurley

26 October 2016

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 will be held on Friday 25 November, 2016 at 11.00 a.m. at The Westbury Hotel, Balfé Street (off Grafton Street), Dublin 2 and which is included in this document.

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

Resolution 1 – Receipt and approval of the financial statements

This is a resolution to note the receipt and consideration of the annual financial statements following the meeting's review of the affairs of the Company since the date of the most recent AGM.

Resolution 2 – Declaration of dividend

This is an ordinary resolution to declare a final dividend of 17.85 cent per ordinary share which, when combined with the interim dividend of 3.15 cent per ordinary share, brings the total dividend for the year to 21.0 cent per ordinary share. The final dividend is payable on 16 December 2016 to shareholders on the register on 2 December 2016.

Resolutions 3 (a) to (c) - Re-election of Directors

This year, Tom O'Mahony, Imelda Hurley and Hugh McCutcheon each retire by rotation under the provisions of the Articles of Association and, being eligible, offer themselves for re-election.

Biographical details of the Directors standing for re-election are found on pages 26 and 27 of the Annual Report and are available on the Company's website www.originenterprises.com.

The resolutions will be proposed separately, as ordinary resolutions, in respect of each Director.

The Chairman and Board are pleased to recommend the re-election of those Directors.

Resolution 4 – Auditors’ reappointment and remuneration

Under section 383 of the Companies Act 2014, the auditors, PricewaterhouseCoopers, continue in office unless, *inter alia*, a resolution is passed at the AGM that they should not be reappointed. No notice of such a resolution has been received.

Resolution 4 is an ordinary resolution seeking to renew the Directors’ authority to fix the remuneration of the auditors in respect of the year ending 31 July 2017.

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 47 to 52 of the 2016 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) up to an amount equivalent to 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.

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) for cash (i) subject to adjustment for fractions and certain overseas jurisdictions in connection with rights issues or open 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 the passing of the resolution. 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 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 the passing of the resolution for the purposes of what the Directors determine to be an acquisition or other specified capital investment. The Directors have no current intention to exercise the power to be conferred by this resolution.

The expressions “acquisition” and “specified capital investment” are defined by the Statement of Principles published in March 2015 by the Pre-Emption Group as one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return. Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term “specified capital investment”.

The division of the authorisation to allot equity securities into two resolutions is in conformity with the Pre-Emption Group’s Monitoring Report and good practice template resolutions as published in May 2016.

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 the date of passing of the resolution, subject to the restrictions set out in the Company’s Articles of Association. 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(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.

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

A handwritten signature in black ink, appearing to read "Rose Hynes", with a long horizontal flourish extending to the right.

Rose Hynes
Chairman

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, Balfe Street (off Grafton Street), Dublin 2 on Friday 25 November, 2016 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 2016 and the reports of the Directors and the auditors thereon. **(Resolution 1)**
2. To declare a final dividend of 17.85 cent per ordinary share for the year ending 31 July 2016, payable on 16 December 2016 to the holders of ordinary shares on the register of members at close of business on 2 December 2016, 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) Tom O'Mahony
 - (b) Imelda Hurley
 - (c) Hugh McCutcheon

who retire in accordance with the Articles of Association and, being eligible, offer themselves for re-election.

(Resolutions 3(a), 3(b) and 3(c), each a separate ordinary resolution)

4. To note the reappointment of the auditors and to authorise the Directors to fix the remuneration of the auditors in respect of the year ending 31 July 2017. **(Resolution 4)**
5. To receive and consider the Remuneration Committee's Annual Report on Remuneration for the year ended 31 July 2016 set out on pages 47 to 52 of the Annual Report for 2016. **(Resolution 5)**
6. **As an ordinary resolution (Resolution 6)**

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 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 passing of this resolution; 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 24 February 2018 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 a special resolution (Resolution 7(a))

That, subject to the passing of Resolution 6, for the purposes of Section 1023(3) of 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, 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 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 passing of this resolution,

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 2018 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.

As a special resolution (Resolution 7(b))

That, subject to the passing of Resolution 6, for the purposes of Section 1023(3) of 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, 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 passing of this resolution; 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,

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 2018 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 a special resolution (Resolution 8(a))


That the Company and/or any subsidiary of the Company be and they are hereby generally authorised to make market purchases and overseas market purchases 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 2014 Act and the restrictions and provisions set out in Article 11.2 of the

Articles of Association of the Company, the maximum percentage, for the purposes of Article 11.2(c) being 10% of the issued share capital of the Company on the date of passing of this resolution, 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 2018 unless previously revoked or renewed in accordance with the provisions of the 2014 Act.

As a special resolution (Resolution 8(b))

Subject to the passing of Resolution 8(a), that the reissue price range at which any treasury shares (as defined by Section 109 of the 2014 Act) for the time being held by the Company (and to include any shares in the Company held by a subsidiary) 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.

By Order of the Board.



Imelda Hurley
Company Secretary
4 - 6 Riverwalk
Citywest Business Campus
Dublin 24
D24 DCW0

Dated: 26 October 2016

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, D02 A342, Ireland or by post to P.O. Box 7117, Dublin 2, to arrive not later than 11.00 a.m. on Wednesday 23 November, 2016 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, 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 11.00 a.m. on Wednesday 23 November, 2016 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 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 6.00 p.m. on Wednesday 23 November, 2016 or if the meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, 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.

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