

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

2020

A letter from the Chairman of Origin Enterprises plc (“**the Company**”) is set out at pages 3 to 5 of this document.

Notice convening the Annual General Meeting of the Company to be held – under constrained circumstances due to COVID-19 – at Origin Enterprises plc, 4-6 Riverwalk, Citywest Business Campus, Dublin 24, Ireland at 11.00 a.m. on Wednesday, 18 November 2020 (subject to any updates to reflect the prevailing COVID-19 related public health measures and public health advice at the time, which will be duly communicated in advance) is set out on pages 6 to 10 of this document.

Your attention is drawn to the special arrangements for this year’s Annual General Meeting in response to the evolving COVID-19 situation. Please refer to the notes on page 2 of this document and to the accompanying ‘Important Notice’ in relation to measures to mitigate COVID-19 transmission at the Company’s AGM.

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, Level 2, 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 Monday, 16 November 2020. 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.

RESTRICTING CORONAVIRUS (COVID-19) TRANSMISSION

The Company will conduct the Annual General Meeting in accordance with the Irish Government's COVID-19 related public health measures and public health advice. The latest measures announced by the Government under the 'Framework for Restrictive Measures' mean that it is no longer possible to hold the AGM as the Board had originally planned. As a result of these measures, shareholders should expect the AGM to take place under constrained circumstances. **In particular, based on the current restrictions in place in relation to public gatherings and to prioritise the health and safety of our shareholders, employees and other stakeholders, the Board is advising that the AGM will now be held effectively as a closed meeting. The Company will not be in a position to allow physical attendance for shareholders.**

We therefore ask shareholders to vote by proxy as described in this document. The Company will ensure that all legal requirements of the meeting, in accordance with its Articles of Association, are satisfied with the minimum necessary quorum of three shareholders which will be facilitated by the Company.

We will continue to closely monitor the developing situation around COVID-19, including the latest Government guidance, and how this may affect the arrangements for the Annual General Meeting. Consequently, the arrangements for the Annual General Meeting are subject to change, possibly at short notice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, further information will be made available as soon as reasonably possible by RNS and on our website at <https://originenterprises.com/investors>.

In order to facilitate shareholders to listen to the proceedings of the meeting, the Company is providing a conference call facility. To register for the conference call and receive participant log-in details, please contact the Company at AGM2020@originenterprises.com before **11.00 a.m. on Monday, 16 November 2020**. Shareholders will not be able to use this facility to vote, ask questions or table resolutions during the meeting.

While personal attendance by shareholders will not be permissible, the Company recognises the importance of continuing engagement in the lead up to the AGM. Shareholders can submit questions for the Board in advance of the meeting by emailing the Company at AGM2020@originenterprises.com, stating your name and Investor Code (as printed on your share certificate or obtained through the Company's Registrar, Link Registrars Limited). Questions are to be submitted by no later than **11.00 a.m. on Monday, 16 November 2020**.

ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY

(Registered in Ireland, Registered Number 426261)

Directors

Rose Hynes, Chairman
Sean Coyle, Chief Executive Officer
Declan Giblin, Executive Director
Kate Allum, Non-Executive Director
Gary Britton, Non-Executive Director
Helen Kirkpatrick, Non-Executive Director
Hugh McCutcheon, Non-Executive Director
Christopher Richards, Non-Executive Director

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

Company Secretary

Barbara Keane

22 October 2020

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, and in particular the special arrangements for this year’s Annual General Meeting in response to the evolving COVID-19 situation. Pursuant to the Irish Government’s COVID-19 related public health measures and public health advice, the Annual General Meeting will be effectively a closed meeting, held at 11.00 a.m. on Wednesday, 18 November 2020 at Origin Enterprises plc, 4-6 Riverwalk, Citywest Business Campus, Dublin 24, subject to any changes to reflect the prevailing COVID-19 guidance at the time, duly communicated in advance.

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 2020 following the meeting’s review of the affairs of the Company.

Resolutions 2(a) to (h) – Election of Directors

Resolutions 2(a) – (h) will be proposed separately, as ordinary resolutions, in respect of each Director.

Consistent with the policy adopted by the Board in 2018, all Directors shall retire at each AGM and offer themselves for re-election. Biographical details of the Directors seeking re-election are found on pages 74 and 75 of the 2020 Annual Report and are available on the Company’s website www.originenterprises.com.

In respect of the re-election of Hugh McCutcheon, the Board notes that Mr McCutcheon’s tenure as Non-Executive Director on the Board is, at the time of the AGM, approaching nine years since his first election to the Board. Following due consideration, the Board has determined that Mr McCutcheon continues to be independent. In making this determination, the Board has taken into account factors including his ongoing constructive challenge and robust scrutiny of matters as a Board and Committee member. The Board has also taken into account the limited concurrency of his tenure with the current Chief Executive Officer and the orderly rotation of the role of Senior Independent Director. In this regard, in line with our commitment to high standards of corporate governance and the importance of regular Board refreshment and development, the position of Senior Independent Director will rotate on 1 January 2021. We are pleased to advise that Gary Britton, Non-Executive Director, will be appointed as Senior Independent Director with effect from that date.

Additionally, Helen Kirkpatrick, who was appointed as a Director on 1 October 2020, offers herself for election at the Annual General Meeting in accordance with the Company's Articles of Association. Ms Kirkpatrick is a Non-Executive Director of NTR plc and a number of technology development companies. She previously served on the Boards of Kingspan Group plc, Dale Farm Co-operative and Wireless Group plc and has held a number of senior positions in global professional services firms, including Ernst & Young and Deloitte and as a corporate finance executive with Invest Northern Ireland, the economic development agency for Northern Ireland. She is a fellow of the Institute of Chartered Accountants in Ireland. Further details are available on the Company's website www.originenterprises.com.

Resolution 3 – Auditors' remuneration

Resolution 3 is an ordinary resolution seeking to renew the Directors' authority to fix the remuneration of the auditors for the year ending 31 July 2021.

Resolution 4 – 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 104 to 111 of the 2020 Annual Report.

Resolution 5 – 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 6(a) and (b) – Authority to dis-apply pre-emption rights

Resolution 6(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 6(b) is a special resolution to permit the Directors, in addition to the authority granted under Resolution 6(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 7(a) and (b) – Authorisation of market purchases of the Company's shares and setting of reissue price of those shares

Resolution 7(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 7(b) is a special resolution dependent on the passing of Resolution 7(a) and is to set the reissue price of shares purchased pursuant to Resolution 7(a) if held as treasury shares.

Action to be taken by you

You will find enclosed a form of proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and must be returned to the Company's Registrars, Link Registrars Limited, Level 2, 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 Monday, 16 November 2020.

Shareholders who wish to vote are asked to appoint a proxy as, given the latest situation around COVID-19, personal attendance is not permissible in accordance with the current Irish Government health and safety guidelines.

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

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 – under constrained circumstances due to COVID-19 as outlined in the notes on pages 1 and 2 of this document and the letter from the Chairman on pages 3 to 5 of this document – at Origin Enterprises plc, 4-6 Riverwalk, Citywest Business Campus, Dublin 24, on Wednesday, 18 November 2020 at 11.00 a.m., subject to any changes to reflect the prevailing COVID-19 related public health measures and public health advice at the time, which will be duly communicated in advance, 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 2020 and the reports of the Directors and the auditors thereon. **(Resolution 1)**
2. To re-elect as directors:
 - (a) Kate Allum;
 - (b) Gary Britton;
 - (c) Sean Coyle;
 - (d) Declan Giblin;
 - (e) Rose Hynes;
 - (f) Hugh McCutcheon; and
 - (g) Christopher Richards,

and to elect as director:

- (h) Helen Kirkpatrick.

(Resolutions 2(a), 2(b), 2(c), 2(d), 2(e), 2(f), 2(g) and 2(h) each a separate ordinary resolution)

3. To authorise the Directors to fix the remuneration of the auditors for the year ending 31 July 2021. **(Resolution 3)**
4. To receive and consider the Remuneration Committee’s Annual Report on Remuneration for the year ended 31 July 2020 set out on pages 104 to 111 of the Annual Report for 2020. **(Resolution 4)**
5. **As an ordinary resolution (Resolution 5)**

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
- (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 2022 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.

6. As special resolutions

Resolution 6(a):

That, subject to the passing of Resolution 5, 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 17 February 2022 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 6(b):

That, subject to the passing of Resolution 5, 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 6(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,

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 17 February 2022 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.

7. As special resolutions

Resolution 7(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.

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 17 February 2022, 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 7(b):

That, subject to the passing of Resolution 7(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 employee share scheme (as defined in the Listing Rules of Euronext Dublin) 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 Growth, 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 17 February 2022 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: 22 October 2020

NOTES:

- (a) 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. 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, Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland by hand, or by post to P.O. Box 1110, Maynooth, Co. Kildare, to arrive not later than 11.00 a.m. on Monday 16 November 2020 being 48 hours before the time appointed for the holding of the meeting.

Shareholders who wish to vote are asked to appoint a proxy, as in accordance with current Irish Government restrictions in place in relation to public gatherings and to prioritise the health and safety of our shareholders, employees and other stakeholders, personal attendance will not be permissible and the AGM will be held effectively as a closed meeting. Shareholders are encouraged to check the Company's website at www.originenterprises.com for any further updates regarding the AGM.

- (b) To appoint a proxy electronically, access the Company's Registrars' website at: www.signalshares.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 Monday 16 November 2020 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 7.00 p.m. on Monday 16 November 2020 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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