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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 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

2022

A letter from the Chairman of Origin Enterprises plc (the “**Company**”) is set out at pages 2 to 5 of this document.

Notice convening the Annual General Meeting of the Company to be held at The Merrion Hotel, Merrion Street Upper, Dublin 2, Ireland at 11.00 a.m. on Tuesday, 22 November 2022 is set out on pages 6 to 12 of this document.

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, 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 Sunday, 20 November 2022. 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.

Letter from the Chairman

ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY

(Registered in Ireland, Registered Number 426261)

Directors

Rose Hynes, Chairman
Sean Coyle, Chief Executive Officer
TJ Kelly, Chief Financial Officer
Gary Britton, Non-Executive Director
Aidan Connolly, Non-Executive Director
Helen Kirkpatrick, Non-Executive Director
Alan Ralph, Non-Executive Director
Christopher Richards, Non-Executive Director
Lesley Williams, Non-Executive Director

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

Company Secretary

Barbara Keane

27 October 2022

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. The Annual General Meeting (“AGM”) will be held at 11.00 a.m. on Tuesday, 22 November 2022 at The Merrion Hotel, Merrion Street Upper, Dublin 2, Ireland.

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 2022 following the meeting’s review of the affairs of the Company.

Resolution 2 – Declaration of dividend

This is an ordinary resolution to declare a final dividend of 12.85 cent per ordinary share which, when combined with the interim dividend of 3.15 cent per ordinary share, brings the total dividend for the financial year to 16.00 cent per ordinary share. The final dividend, if approved, is payable on 6 February 2023 to shareholders on the register on 13 January 2023.

Resolutions 3(a) to (h) – Election and re-election of Directors

Resolutions 3(a) – (h) will be proposed separately, as ordinary resolutions, in respect of the election or re-election of each Director putting themselves forward at the AGM.

As announced on 10 June 2022, I will not be seeking re-election at this AGM. In line with the Board’s succession planning, Gary Britton, the Company’s Senior Independent Director, has been appointed to succeed me as Chairman at the conclusion of the meeting. Helen Kirkpatrick has been appointed as Origin’s Senior Independent Director to replace Gary Britton in that role at the same time. It has been a privilege to lead the Board of Origin Enterprises plc over the past seven years. I am delighted to hand over to Gary who will continue to drive the growth and development of the business to generate sustainable long-term value for all shareholders.

Letter from the Chairman

Alan Ralph, who was appointed to the Board on 3 October 2022, offers himself for election at the Annual General Meeting in accordance with the Company's Articles of Association. Mr. Ralph is a Non-Executive Director of DCC plc and Chair of their Audit Committee. He is an experienced business professional and financial leader having spent 20 years with UDG Healthcare plc. He spent ten years leading UDG's largest division before supporting the company's strategic transformation as Chief Financial Officer for five years. Alan is a Fellow of Chartered Accountants Ireland and a Commerce graduate from University College Dublin. Further details are available on the Company's website www.originenterprises.com.

Consistent with the policy adopted by the Board in 2018, all other Directors shall retire at the AGM and offer themselves for re-election. Biographical details of the Directors seeking re-election are found on pages 58 and 59 of the 2022 Annual Report and are available on the Company's website www.originenterprises.com.

Resolution 4 – Auditors' remuneration

Resolution 4 is an ordinary resolution seeking to renew the Directors' authority to fix the remuneration of the auditors for the year ending 31 July 2023.

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 87 to 91 of the 2022 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 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 as at 6.00 p.m. on 21 October 2022 (being the latest practicable date prior to the publication of this letter) (excluding treasury shares). 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 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 as at 6.00 p.m. on 21 October 2022 (being the latest practicable date prior to the publication of this letter) (excluding treasury shares). 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 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 as at 6.00 p.m. on 21 October 2022 (being the latest practicable date prior to the publication of this letter) (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 letter. The Directors have no current intention to exercise the power to be conferred by this resolution.

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 close of business on the date of passing of the resolution (excluding treasury shares) on the basis described in the resolution. If adopted, this authority will expire at the conclusion of the next annual general meeting of the Company or at the close of business on the date which is 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed.

Letter from the Chairman

The Company is currently, via its broker, conducting a buyback programme pursuant to the repurchase authority granted at the annual general meeting of the Company held on 25 November 2021. If this resolution is adopted, the buyback programme will continue in accordance with its terms under the repurchase authority granted pursuant to this Resolution 8.

The authority being sought from members will provide that the minimum price (excluding expenses) which may be paid for such ordinary shares shall be an amount not less than the nominal value of the ordinary shares and the maximum price will be set on the basis described in the resolution.

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.

Resolution 9 – Ordinary remuneration payable to Non-Executive Directors

Resolution 9 refers to the ordinary remuneration of Non-Executive Directors. Ordinary remuneration refers to basic fees paid to the Non-Executive Directors and excludes the additional fees for membership of or chairmanship of Board Committees and Chairman and Senior Independent Director fees. The aggregate of basic fees paid to Non-Executive Directors for the year ended 31 July 2022 was €456,477.

Resolution 9 is proposed as a special resolution to amend the Company's Articles of Association to increase the limit on the aggregate basic fees payable to Non-Executive Directors to €650,000 and to make additional amendments to clarify that any further changes to that limit can be approved by shareholders by way of ordinary resolution at general meeting. The current limit, in place since 2007 when the Company was initially listed, is €500,000. The purpose of this resolution is to give the Board flexibility in making board appointments, including in particular facilitating the co-option of additional Non-Executive Directors, as the need arises, and, if appropriate, to deal with future increases in the basic fee payable to Non-Executive Directors.

Action to be taken by you

Shareholders who are not attending the AGM may appoint a proxy. The process for appointing a proxy will depend on the manner in which you hold your ordinary shares in the Company ("**Ordinary Shares**").

For Shareholders whose name appears on the register of members of the Company (being those who hold their Ordinary Shares in certificated form and who do not hold their interests in Ordinary Shares as Belgian law rights through the Euroclear System or as CREST depository interests ("**CDIs**") through the CREST system), your proxy may be submitted:

- by completing the enclosed Form of Proxy and returning it to Link Registrars Limited, 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; or
- through the internet; instructions on how to do this are set out on the Form of Proxy.

Electronic proxy voting by Euroclear Nominees Limited in respect of the Ordinary Shares registered in the name of Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("**Euroclear Bank**") may also occur through the use of a secured mechanism to exchange electronic messages as agreed by the Company with Euroclear Bank.

Persons who hold their interests in Ordinary Shares as Belgian law rights through the Euroclear system or as CDIs through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Letter from the Chairman

Further information for CREST members with holdings of CDIs

Euroclear UK & International Limited (“EUI”), the operator of the CREST system, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited (“Broadridge”). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.

If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.

Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge’s voting deadline will be earlier than Euroclear Bank’s voting instruction deadline.

CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

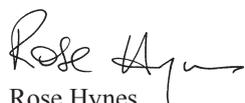
Deadlines for receipt by the Company of proxy voting instructions

All proxy voting instructions (whether submitted directly or through the Euroclear or (via a holding of CDIs) CREST systems) must be received by the Company’s Registrars not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by the respective service offerings. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

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



Rose Hynes
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 (“AGM”) of Origin Enterprises plc (the “Company”) will be held at The Merrion Hotel, Merrion Street Upper, Dublin 2, Ireland, on Tuesday, 22 November 2022 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 2022 and the reports of the Directors and the auditors thereon. **(Resolution 1)**
2. To declare a final dividend of 12.85 cent per ordinary share for the year ending 31 July 2022, payable on 6 February 2023 to the holders of ordinary shares on the register of members at close of business on 13 January 2023, 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) Gary Britton;
 - (b) Aidan Connolly;
 - (c) Sean Coyle;
 - (d) Thomas James (TJ) Kelly;
 - (e) Helen Kirkpatrick;
 - (f) Christopher Richards; and
 - (g) Lesley Williams,and to elect as director:
 - (h) Alan Ralph.

(Resolutions 3(a), 3(b), 3(c), 3(d), 3(e), 3(f), 3(g) and 3(h) each a separate ordinary resolution)
4. To authorise the Directors to fix the remuneration of the auditors for the year ending 31 July 2023. **(Resolution 4)**
5. To receive and consider the Remuneration Committee’s Annual Report on Remuneration for the year ended 31 July 2022 set out on pages 87 to 91 of the Annual Report for 2022. **(Resolution 5)**
6. **As an ordinary resolution (Resolution 6)**

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 as at 6.00 p.m. on 21 October 2022 (being the latest practicable date prior to the publication of this Notice of AGM) (excluding treasury shares), being €383,573; 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 21 February 2024 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 special resolutions

Resolution 7(a):

That, subject to the passing of Resolution 6, 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 as at 6.00 p.m. on 21 October 2022 (being the latest practicable date prior to the publication of this Notice of AGM) (excluding treasury shares), being €57,536,

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 21 February 2024 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 7(b):

That, subject to the passing of Resolution 6, 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 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 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 as at 6.00 p.m. on 21 October 2022 (being the latest practicable date prior to the publication of this Notice of AGM) (excluding treasury shares), being €57,536; 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 of AGM,

Notice of Annual General Meeting

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 21 February 2024 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 special resolutions

Resolution 8(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; and
- (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 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,

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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 21 February 2024, 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 8(b):

That, subject to the passing of Resolution 8(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 employees' share scheme (as defined in the 2014 Act) 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 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 21 February 2024 unless previously revoked or renewed in accordance with the provisions of the 2014 Act.

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SPECIAL BUSINESS

9. As a special resolution

Resolution 9:

That article 17.2(a) and (b) of the Articles of Association of the Company be deleted and replaced with a new article 17.2 as follows: *“The Directors shall be paid out of the funds of the Company by way of fees for their services as directors an aggregate sum not exceeding €650,000 per annum, or such other amount as the Company in general meeting may from time to time determine, which fees shall be divided among the Directors in such proportion and manner as they may determine and in default of determination, equally.”*

By Order of the Board.

Barbara Keane
Company Secretary
4 - 6 Riverwalk
Citywest Business Campus
Dublin 24
D24 DCW0

Dated: 27 October 2022

Notice of Annual General Meeting

NOTES:

Entitlement to attend and vote

1. Only those persons holding ordinary shares of €0.01 each (“**Ordinary Shares**”) in the capital of the Company registered in the register of members of the Company at 6.00 p.m. on 18 November 2022 or if the AGM is adjourned, at 6.00 p.m. on the day that falls four days before the date appointed for the adjourned meeting (for the purpose of these notes only, “**Shareholders**”) shall be entitled to attend, speak, ask questions and in respect of the number of Ordinary Shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Appointment of Proxies

2. A Shareholder who is entitled to attend, speak, ask questions and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of Ordinary Shares held in different securities accounts. Only Shareholders shall have the right to appoint a proxy to attend, speak, ask questions and vote on his/her behalf at the AGM and at any adjournment thereof. Such a Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the Ordinary Shares differently from other Ordinary Shares held by it. The appointment of a proxy will not preclude a Shareholder from attending, speaking, asking questions and voting at the AGM should such Shareholder subsequently wish to do so. A proxy shall be bound by the Articles of Association of the Company. A proxy need not be a shareholder of the Company. Any Shareholder wishing to appoint more than one proxy should contact the Registrars of the Company, Link Registrars Limited on +353 (0)1 553 0050.
3. A Form of Proxy for use by Shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in Ireland, must be deposited with the Registrars of the Company, either by post or by hand to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the AGM or adjourned AGM 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. Any alteration to the Form of Proxy must be initialled by the person who signs it.
4. Alternatively, subject to the Articles of Association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM 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 by a Shareholder may be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company’s Registrars’ website www.signalshares.com. You will need your Investor Code (“**IVC**”), which can be found on your Form of Proxy. Electronic proxy voting by Euroclear Nominees Limited in respect of the Ordinary Shares registered in the name of Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV (“**Euroclear Bank**”) may also occur through the use of a secured mechanism to exchange electronic messages as agreed by the Company with Euroclear Bank.
5. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 4.
6. Persons who hold their interests in Ordinary Shares of the Company as Belgian law rights through the Euroclear system (either directly or indirectly, including through a custodian) or as CREST depository interests through the CREST system, should consult with their stockbroker, custodian or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy voting instructions for the AGM through the respective systems.

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Voting rights and total number of issued shares

7. In the case of joint Shareholders 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 Shareholders 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.

8. The total number of issued Ordinary Shares as at 6.00 p.m. on 21 October 2022 (being the latest practicable date prior to the publication of this Notice of AGM) is 115,072,013. Each Ordinary Share carries one vote. Voting on the resolutions will be decided on a poll. Ordinary resolutions require a simple majority of votes cast (in person or by proxy) at the meeting to be passed. Special resolutions require not less than 75 per cent of the votes cast (in person or by proxy) at the meeting to be passed.

* * *