

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 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 (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 2023

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 (“**AGM**”) of the Company to be held at The Merrion Hotel, Merrion Street Upper, Dublin 2, D02 KF79, Ireland at 11.00 a.m. on Thursday, 16 November 2023 is set out on pages 6 to 12 of this document.

To be valid, all proxy instructions for certificated shareholders must be completed and returned (whether by hand, by post, electronically or via the shareholder app) so as to be received by the Company’s Registrars, Link Registrars Limited, Suite 149, The Capel Building, Mary’s Abbey, Dublin 7, D07 DP79, Ireland, no later than 11.00 a.m. (Irish time) on Tuesday, 14 November 2023.

Forms of Proxy may be delivered by hand to the Company’s Registrars during normal business hours, or by post to P.O. Box 7117, Dublin 2, Ireland. 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. Additionally, the Company’s Registrars have launched a shareholder app called LinkVote+. It is free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online. The app is available to download on both the Apple app store and GooglePlay, or by scanning the relevant QR code below.



Apple App Store



Google Play

Letter from the Chairman

ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY

(Registered in Ireland, Registered Number 426261)

Directors

Gary Britton, Chairman
Sean Coyle, Chief Executive Officer
Thomas James (TJ) Kelly, Chief Financial Officer
Aidan Connolly, Non-Executive Director
Helen Kirkpatrick, Non-Executive Director
Pamela Powell, 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

23 October 2023

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 (“AGM”), all of which resolutions the Board of Directors (the “Board”) are recommending for your approval.

I would draw your attention to the Notice of AGM of the Company, which is included at the end of this document. The AGM will be held at 11.00 a.m. on Thursday, 16 November 2023 at The Merrion Hotel, Merrion Street Upper, Dublin 2, D02 KF79, Ireland.

The business to be transacted at the AGM 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 2023 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 13.65 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 16.80 cent per ordinary share. The final dividend, if approved, is payable on 9 February 2024 to shareholders on the register on 19 January 2024.

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

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

Pamela Powell, who was appointed to the Board on 3 April 2023, offers herself for election at the AGM in accordance with the Company’s Articles of Association. Pam has a wealth of international executive experience, having spent 20 years in senior roles at Unilever and SABMiller, the latter as Group Director of Strategy and Innovation. She has also held other directorships in the UK food, beverage and farming industries, including at Premier Foods plc and A.G. Barr plc and, most recently, at Cranswick plc, where she was also Chair of the

Letter from the Chairman

Remuneration Committee. Pam holds an MBA from Duke University's Fuqua School of Business. 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 74 and 75 of the 2023 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 2024.

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 103 to 107 of the 2023 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 18 October 2023 (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 18 October 2023 (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 18 October 2023 (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 specified capital investment as defined 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. Following the Company's most recent share buyback programme (which completed on 29 March 2023), the Board believes that the Company should retain the ability to buy back its own shares so that it can, if thought fit, be used from time to time in the best interests of the Company and shareholders generally.

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 – Adoption of new Performance Share Plan

Resolution 9 is an ordinary resolution which seeks authority from shareholders to adopt and operate the Performance Share Plan (“**PSP**”) for a period of 10 years from the AGM.

Our current long term incentive scheme - the 2015 Long Term Incentive Plan (“**2015 LTIP**”) - is approaching the end of its 10-year life span. The new PSP is proposed as a replacement for the expiring 2015 LTIP. It broadly mirrors the terms of the 2015 LTIP, but also reflects certain technical updates as well as changes designed to reflect evolving market best practice, based on an independent review of the market. A summary of the principal terms of the PSP is set out in the Appendix to the Notice of AGM.

The rules of the PSP will be available for inspection at the place of the AGM before and during the AGM.

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, Suite 149, The Capel Building, Mary’s Abbey, Dublin 7, D07 DP79, Ireland, by hand during normal business hours or, by post, to P.O. Box 7117, Dublin 2, Ireland; or
- electronically by visiting the website of the Company’s Registrars at www.signalshares.com and entering the name Origin Enterprises plc. Shareholders will need to register for the share portal by clicking on “Register” (if you have not registered previously) and following the instructions thereon. To submit a proxy online, shareholders will need their surname and Investor Code (IVC) both of which are printed on the enclosed Form of Proxy; or
- online via the Company’s Registrars’ shareholder app called LinkVote+. It is free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple app store and GooglePlay, or by scanning the relevant QR code below,



Apple App Store



Google Play

provided that, in each case, the proxy instruction is received by the Company’s Registrars no later than 11.00 a.m. (Irish time) on Tuesday, 14 November 2023.

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.

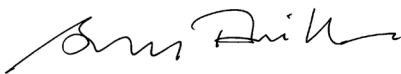
Deadlines for receipt by the Company of proxy voting instructions

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 AGM, which they intend to do in respect of their shareholdings in the Company.

Yours faithfully



Gary Britton
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, D02 KF79, Ireland, on Thursday, 16 November 2023 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 2023 and the reports of the Directors and the auditors thereon. **(Resolution 1)**
2. To declare a final dividend of 13.65 cent per ordinary share for the year ending 31 July 2023, payable on 9 February 2024 to the holders of ordinary shares on the register of members at close of business on 19 January 2024, 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) Alan Ralph
 - (g) Christopher Richards; and
 - (h) Lesley Williams,and to elect as director:
 - (i) Pamela Powell.

(Resolutions 3(a), 3(b), 3(c), 3(d), 3(e), 3(f), 3(g), 3(h) and 3(i) each a separate ordinary resolution)

4. To authorise the Directors to fix the remuneration of the auditors for the year ending 31 July 2024. **(Resolution 4)**
5. To receive and consider the Remuneration Committee’s Annual Report on Remuneration for the year ended 31 July 2023 set out on pages 103 to 107 of the Annual Report for 2023. **(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 18 October 2023 (being the latest practicable

Notice of Annual General Meeting

date prior to the publication of this Notice of AGM) (excluding treasury shares), being €373,130.52; 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 15 February 2025 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 18 October 2023 (being the latest practicable date prior to the publication of this Notice of AGM) (excluding treasury shares), being €55,975.18,

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 15 February 2025 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 18 October 2023 (being the latest practicable date prior to the publication of this Notice of AGM) (excluding treasury shares), being €55,975.18; 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 specified capital investment as defined by the Statement

Notice of Annual General Meeting

of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM,

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 15 February 2025 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

Notice of Annual General Meeting

(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 15 February 2025, 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 15 February 2025 unless previously revoked or renewed in accordance with the provisions of the 2014 Act.

Notice of Annual General Meeting

SPECIAL BUSINESS

9. As an ordinary resolution

Resolution 9:

That:

- (a) the rules of the Performance Share Plan (the “PSP”), produced in draft to the AGM (the terms of which are summarised in the Appendix to this Notice of AGM) and, for the purposes of identification, initialled by the Chairman, be and are hereby approved;
- (b) the Directors be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the PSP; and
- (c) the Directors be authorised to establish further schemes based on the PSP, modified to take account of any local tax, exchange control or securities laws in overseas territories provided that any awards made available under such further schemes are treated as counting against any limits on individual or overall participation in the PSP.

By Order of the Board.

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

Dated: 23 October 2023

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 12 November 2023 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, by hand during normal business hours to Link Registrars Limited, Suite 149, The Capel Building, Mary’s Abbey, Dublin 7, D07 DP79, Ireland, or by post to P.O. Box 7117, Dublin 2, 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.

Additionally, the Company’s Registrars have launched a shareholder app called LinkVote+. It is free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple app store and GooglePlay, or by scanning the relevant QR code below. The appointment of a proxy may be submitted through the app 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.



Apple App Store



Google Play

Notice of Annual General Meeting

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.

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 (excluding treasury shares) as at 6.00 p.m. on 18 October 2023 (being the latest practicable date prior to the publication of this Notice of AGM) is 111,950,350. 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.

* * *

Appendix

Summary of the principal terms of the Origin Enterprises plc Performance Share Plan

Operation

The remuneration committee of the Board of Directors of the Company (the “**Committee**”) will supervise the operation of the PSP.

Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the PSP at the discretion of the Committee.

Grant of awards

The Committee may grant an award in the following forms:

- (i) nil or nominal cost options, where a participant can decide when to exercise his/her award over ordinary shares in the Company (“**Shares**”) during a limited period of time after it has vested;
- (ii) a conditional award, where a participant will receive free Shares on the vesting of his/her award; or
- (iii) a fixed cash award or a phantom cash award (being a conditional right to receive a cash sum in the future linked to the value of a number of notional Shares).

The Committee may allow awards of Shares (in the form of a nil/ nominal cost option or a conditional award) to be settled in cash, although in practice, this is only expected to be the case (if at all) in exceptional circumstances. The Committee may normally grant awards within six weeks following: (i) the date on which the PSP is adopted; (ii) the Company’s announcement of its results for any period; (iii) the lifting of restrictions on dealing in Shares that prevented grant of awards under (i) or (ii); or (iv) a date where there have been significant changes in relevant legislation or tax treatment. The Committee may also grant awards when there are exceptional circumstances which the Committee considers justifies the granting of awards.

An award may not be granted more than ten years after shareholder approval of the PSP.

Awards are not transferable (except on death) and are not pensionable.

Individual limit

The maximum number of Shares that may be awarded to a participant in any financial year will be limited so that normally the market value of such Shares on the award date will not exceed 150% of the individual’s base salary. If the Committee considers there are sufficiently exceptional circumstances, it may grant awards over Shares with a market value of up to 200% of the individual’s base salary on the award date.

The current intention is to continue to grant awards to Executive Directors at 100% of base salary (i.e. at the same level as our current grant policy under the 2015 LTIP). If, in future years, the Committee wishes to grant at above 100% of base salary it will only do so after prior consultation with leading shareholders.

Overall PSP limit

The PSP may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten-year period the Company may not issue (or have the possibility to issue) more than 10% of the issued ordinary share capital of the Company in respect of awards made in that period under the PSP and any other employees’ share scheme adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of this limit but they will also cease to count towards this limit if institutional investor bodies decide that they need not count.

This limit does not include any rights to Shares which have been released or lapsed.

Notice of Annual General Meeting

Performance conditions

Prior to the grant of an award, the Committee will determine what performance conditions will apply to the vesting of awards (if any). The vesting of awards granted to Executive Directors will normally be subject to performance conditions set by the Committee. Awards may be granted to other, less senior, employees without performance conditions being imposed.

In determining the extent to which any performance conditions are met, the Committee may reduce any formulaic outcome (including to zero) if it considers that this is necessary, particularly in the context of unforeseen or exceptional circumstances, and to ensure that remuneration outcomes are reflective of the underlying performance of the business over the performance and vesting period.

The Committee may also vary any performance condition applying to existing awards if a circumstance or event has occurred which causes the Committee to consider (acting fairly and reasonably) that it would be appropriate to alter the performance condition, provided the Committee considers the varied condition is not, in its opinion, materially less difficult to satisfy than the original condition would have been but for the circumstance or event in question.

Vesting of awards

Awards normally vest at least three years after grant to the extent that any applicable performance condition (see above) has been satisfied and provided the participant is still employed in the Company's group. The Committee may grant awards with a shorter or phased vesting period, for example in the case of awards made in connection with a participant's buy-out or recruitment award.

Awards granted as nil or nominal cost options are then normally exercisable up until the seventh anniversary of grant (or such other period specified by the Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply in the case of "good leavers" and/or vesting of awards in connection with corporate events.

Holding period

The terms of the PSP allow for the application of a holding period during which a participant will ordinarily be required to retain their net of tax number of vested shares (if any) delivered under the PSP for a specified period from the date an award vests.

Unless the Committee determines otherwise, any award to an executive director of the Company will be subject to a holding period ending on the fifth anniversary of grant of the award.

Leaving employment

As a general rule, an unvested award will lapse upon a participant ceasing to hold employment within the Company's group (or giving or receiving notice of termination).

However, if a participant ceases to be an employee in the Company's group because of his death, ill-health, injury, disability, redundancy, retirement, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, then his award will normally vest on the date when it would have vested if he had not ceased such employment or office, subject to:

- (i) the extent to which any performance condition has been satisfied at that time; and
- (ii) the pro-rating of the award to reflect the period of time between its grant and the date of cessation of employment (unless determined otherwise by the Committee).

Alternatively in such circumstances, the Committee may allow awards to vest at the time of cessation of employment (or a later date specified by the Committee), subject to assessment of (i) and (ii), as outlined above.

Where an individual holding a vested award leaves the Company's employment, the individual will normally be able to exercise that award within 12 months of the date of cessation of employment, unless the reason for such cessation is the individual's misconduct in which case the award will lapse.

Notice of Annual General Meeting

Where a participant leaves the Company's employment and his award is subject to a holding period, the holding period will normally continue to apply to the award and/or vested Shares, unless the Committee determines otherwise.

Corporate events

In the event of a takeover or voluntary winding up of the Company (not being an internal corporate reorganisation) the Committee may, at its discretion, allow awards to vest early to the extent that any performance conditions have been satisfied (determined on such reasonable basis as the Committee considers appropriate). The awards will normally be pro-rated to reflect the reduced period of time between their grant and vesting. The Committee can decide not to pro-rate awards if it regards it as inappropriate to do so in the particular circumstances.

Awards may also vest on the same basis (with performance conditions and time pro-rating applied) if a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of the Shares to a material extent.

In the event of an internal corporate reorganisation awards may be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

Malus and clawback

The Committee retains a power to reduce the potential vesting of unvested awards (including to zero) (often referred to as 'malus') or to recoup the value of previously vested awards from an individual (often referred to as 'clawback'). The Committee may apply this provision up to 2 years after the date of vesting (which may be extended in the case of an ongoing investigation).

The Committee may choose to exercise this power in the following circumstances:

- a material misstatement of a group company's accounts;
- an error in assessing or calculating of any performance condition outcomes;
- gross misconduct of an individual;
- Company insolvency; or
- significant impact on the reputation of a group company.

The Committee may require the satisfaction of the clawback in a number of ways, including by way of a reduction in the vesting, or size of, any other award or bonus (including future awards or bonus) and/or a requirement to make a cash payment.

Payment on account of dividends

The Committee may decide prior to the grant date of an award that a participant will be entitled to receive a payment in Shares (or, in exceptional cases, cash), on or shortly following vesting of their conditional share award or exercise of their option, of an amount equivalent to the dividends that would have been paid on the Shares vested under the award between the grant date and the date of vesting (and including any part of the holding period before exercise of the option). Any such amount shall assume reinvestment in Shares on the relevant ex-dividend dates.

Participants' rights

Awards settled in shares will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant and the participants have received their shares.

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Notice of Annual General Meeting

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Alterations to the PSP

The Committee may, at any time, alter the PSP in any respect, provided that the prior approval of shareholders is obtained for any alterations that are to the material advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limit(s) on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

If the proposed alterations are to the material disadvantage of participants the Board must invite participants to indicate if they approve the alterations and if so the alterations must be approved by a majority of the participants that respond.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

Overseas plans

The shareholder resolution to approve the PSP will allow the Committee to establish further plans for overseas territories, any such plan to be similar to the PSP, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the PSP.

This summary does not form part of the rules of the PSP and should not be taken as affecting the interpretation of the detailed terms and conditions therein.

End of Appendix