

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being, in the case of Irish resident shareholders an adviser authorised or exempt under the Investment Intermediaries Act 1995 of Ireland, a member firm within the meaning of the Stock Exchange Act 1995 of Ireland or an authorised investment firm within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2007 and in the case of UK resident shareholders, an independent financial adviser who is authorised to carry on a regulated activity under the Financial Services and Markets Act 2000 of the UK).

If you have sold or transferred all your shares in Origin Enterprises plc, please pass this document and the accompanying 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.

Origin Enterprises plc

Annual General Meeting

2009

A letter from the Chairman of Origin Enterprises plc (“the Company”) is set out on pages 2 to 3 of this document.

Notice convening the Annual General Meeting of the Company to be held at The Westbury Hotel, Grafton Street, Dublin 2, at 10 a.m. on Monday 7 December 2009 is set out on pages 4 to 6 of this document.

To be valid, Forms of Proxy for use at the Annual General Meeting must be completed and returned so as to be received by the Company’s Registrars, Capita Registrars (Ireland) Limited, Unit 5 Manor Street Business Park, Manor Street, Dublin 7 (during normal business hours), or by post to P.O. Box 7117, Dublin 2, no later than 10 a.m. on Saturday 5 December 2009.

ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY

(Registered in the Republic of Ireland, Registered Number 426261)

Directors

Owen Killian, Chairman
Tom O'Mahony, Chief Executive Officer
Brendan Fitzgerald, Chief Financial Officer
Declan Giblin, Executive
Hugh Cooney, Non-Executive
Alan Gray, Non-Executive
Patrick McEniff, Non-Executive

Registered Office

151 Thomas Street
Dublin 8
Ireland

Company Secretary

Pat Morrissey

3 November 2009

To the shareholders of Origin Enterprises plc ("the Company")

Dear Shareholder,

I am writing to you to outline the resolutions to be proposed at the forthcoming third Annual General Meeting, all of which resolutions the Board of Directors are recommending for your approval.

I would draw your attention to the Notice of Annual General Meeting of the Company which will be held on Monday 7 December 2009 at 10 a.m. at the Westbury Hotel, Grafton Street, Dublin 2, and which is included in this document.

Ordinary Business

Resolution 1 – receipt and approval of the accounts

This is a resolution to note the consideration of the annual accounts.

Resolutions 2 – approval of dividend

The Board reviewed the dividend policy during the year and, against the background of the strong performance of the business since IPO in June 2007, is recommending a dividend in respect of 2009. I am therefore pleased to propose this resolution to declare a final dividend of 8 cent per Ordinary Share.

Resolution 3 (a) and (b) – re-election of Directors

These are resolutions to re-elect Patrick McEniff and Tom O'Mahony being Directors retiring under the Articles of Association.

Resolution 4 – Auditor's remuneration

This is a resolution authorising the Directors to fix the remuneration of the auditors.

Special Business

In addition to the Ordinary Business of the meeting there are a number of routine items of Special Business. The following is a summary of the Special Business.

Resolution 5 – Directors’ power to allot shares generally

This is an ordinary resolution, proposed annually, to authorise the Directors to allot “relevant securities” (essentially Ordinary Shares in the Company) up to an amount of one third of the nominal value of the issued share capital of the Company at the date of the passing of the resolution. The Directors have no current intention to exercise the power to be conferred by this resolution and your Board undertakes to exercise this power only when it believes that such exercise is in the best interest of the shareholders.

Resolution 6 – Directors’ power to allot shares for cash

This is a special resolution, proposed annually, to permit the Directors to allot “equity securities” (essentially Ordinary Shares in the Company) for cash to shareholders in connection with a rights issue or open offer to shareholders generally or otherwise to allot equity securities for cash, representing up to 10% of the Company’s issued ordinary share capital. The Directors have no current intention to exercise the power to be conferred by this resolution and your Board undertakes to exercise this power only when it believes that such exercise is in the best interest of the shareholders.

Resolution 7 – authority to buy back up to 10% of the Company’s shares

This is a special resolution, proposed annually, to empower the Company to make market purchases of up to 10% of the Company’s issued shares, subject to the restrictions set out in the Company’s Articles of Association, and to reissue those shares if held as treasury shares. The Directors have no current intention to utilise the power to be conferred by this resolution and your Board undertakes to exercise this power only when it believes that such exercise is in the best interest of the shareholders.

Recommendation

The Directors believe that the proposals set out in the resolutions before the meeting are in the best interests of the Company and of shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions at the Annual General Meeting, which they intend to do in respect of their shareholdings in the Company.

Yours faithfully

Owen Killian
Chairman

ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Origin Enterprises plc will be held at the Westbury Hotel, Grafton Street, Dublin 2, on Monday 7 December 2009 at 10 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the Directors' Report and Financial Statements for the year ended 31 July 2009 **(Resolution 1)**.

2. To declare a final dividend of 8 cent per Ordinary Share, payable on 2 February 2010 to the holders of Ordinary Shares on the register of members at close of business on 15 January 2010. **(Resolution 2)**.

3. To re-elect the following Directors who retire in accordance with the Articles of Association and being eligible offer themselves for re-election (as separate resolutions):
 - (a) Patrick McEniff;
 - (b) Tom O'Mahony;**(Resolutions 3(a), 3(b))**

4. To authorise the Directors to fix the remuneration of the auditors **(Resolution 4)**.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

5. As an ordinary resolution (Resolution 5)

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of the Companies (Amendment) Act 1983, (“**the 1983 Act**”) provided that:

- (a) the maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be shares with an aggregate nominal value equivalent to one third of the nominal value of the issued share capital of the Company at the date of passing of this resolution;
- (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 6 March 2011 unless previously revoked or renewed in accordance with the provisions of the 1983 Act save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted or issued after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

6. As a special resolution (Resolution 6)

That, subject to the passing of Resolution No. 5 before this meeting, for the purposes of Section 24(1) of the 1983 Act, the Directors be and are hereby empowered to allot equity securities for cash pursuant to and in accordance with Article 6(d) of the Articles of Association of the Company provided that:

- (a) the maximum amount of equity securities referred to in Article 6(d)(iii) which may be allotted under the authority hereby conferred shall be shares with an aggregate nominal value equivalent to 10% of the nominal value of the issued share capital of the Company at the date of passing of this resolution;
- (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 6 March 2011 unless previously revoked or renewed in accordance with the provisions of the 1983 Act save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted or issued after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired.

7. As a special resolution (Resolution 7)

That

- (a) the Company and/or any subsidiary (including a body corporate as referred to in the European Communities (Public Limited Companies: Subsidiaries) Regulations, 1997) of the Company be and they are hereby generally authorised to make market purchases (as defined by Section 212 of the Companies Act 1990 (“**the 1990 Act**”)) of shares of any class of the Company on such terms and conditions and in such manner as the Directors may from time to time determine in accordance with and subject to the provisions of the 1990 Act and the restrictions and provisions set out in Article 48 of the Articles of Association of the Company, the maximum percentage, for the purposes of Article 48(c) being 10% of the issued share capital of the Company on the date of passing of this resolution;
- (b) the reissue price range at which any treasury shares (as defined by Section 209 of the 1990 Act) for the time being held by the Company may be reissued off market shall be the range between the par value thereof and 5% above the average of the middle market quotations taken from the Irish Stock Exchange website at close of business on the 10 business days prior to the reissue;

provided that the authorities hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this Resolution or 6 June 2011 unless previously revoked or renewed in accordance with the provisions of the 1990 Act.

By Order of the Board.

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

Dated: 3 November 2009.

NOTES:

- (a) Any member of the Company entitled to attend and vote may appoint another person (whether a member or not) as his/her proxy to attend, speak and vote on his/her behalf. For this purpose a proxy form is enclosed with this Notice. To be valid, a form of proxy must be deposited at the office of the Company's Registrars, Capita Registrars (Ireland) Limited, Unit 5 Manor Street Business Park, Manor Street, Dublin 7 (during normal business hours), or by post to P.O. Box 7117, Dublin 2, to arrive not later than 10 a.m. on Saturday 5 December 2009, being 48 hours before the time appointed for the holding of the meeting.
- (b) Electronic proxy appointment is available for the Annual General Meeting. This facility enables a Shareholder to lodge its proxy appointment by electronic means by logging on to the website of the registrars, Capita Registrars (Ireland) Limited: www.capitaregistrars.ie. Shareholders should select "Log onto shareholder services" from the online services menu. To be valid, the electronic proxy appointment notification must be submitted online by 10 a.m. on Saturday 5 December 2009, being 48 hours before the time appointed for the holding of the meeting.
- (c) Pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, the Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 6 p.m. on Saturday 5 December 2009 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.
- (d) The Register of Directors' Interests will be available for inspection at the registered office of the Company during normal business hours from the date of this notice until the date of the meeting and on that date until the conclusion of the meeting.

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Notice of Annual General Meeting