

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to immediately consult your stockbroker, solicitor, bank manager, accountant or other independent financial adviser (being in the case of Shareholders in Ireland, an organisation or firm authorised or exempted pursuant to the Investment Intermediaries Act 1995 (as amended) or the European Union (Markets in Financial Instruments) Regulations 2017 and, in the case of Shareholders in the United Kingdom, an organisation or firm authorised or exempted pursuant to the Financial Services and Markets Act 2000 of the United Kingdom as (amended)).

If you have sold or transferred all your shares in Origin Enterprises plc, please pass this document but not the accompanying personalised Form of Proxy to the purchaser or transferee or to the stockbroker, bank or the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Annual General Meeting 2018

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

Notice convening the Annual General Meeting of the Company to be held at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland at 11.00 a.m. on Friday 23 November 2018 is set out on pages 4 to 8 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 Asset Services, Link Registrars Limited, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland, by hand during normal business hours, or by post to P.O. Box 7117, Dublin 2, Ireland and no later than 11.00 a.m. on Wednesday 21 November 2018. 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.

ORIGIN ENTERPRISES PUBLIC LIMITED COMPANY

(Registered in Ireland, Registered Number 426261)

Directors

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

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

Company Secretary

Peter Dunne

25 October 2018

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 will be held at 11.00 a.m. on Friday 23 November 2018 at The Merrion Hotel, Upper Merrion Street, Dublin 2.

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 2018 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 17.85 cent per ordinary share which, when combined with the interim dividend of 3.15 cent per ordinary share, brings the total dividend for the year to 21.0 cent per ordinary share. The final dividend is payable on 14 December 2018 to shareholders on the register on 30 November 2018.

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

Sean Coyle, who was appointed to the Board with effect from 1 October 2018, automatically retires at the AGM (as required by the Company’s Articles of Association), and offers himself for election by shareholders for the first time. His biography is available on the Company’s website www.originenterprises.com

During the year, the Board approved a change in its re-election policy. Under the new policy all Directors shall retire at each AGM and offer themselves for re-election.

Biographical details of the Directors standing for re-election are found on pages 48 and 49 of the 2018 Annual Report and are available on the Company’s website www.originenterprises.com.

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

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

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 2019.

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 71 to 75 of the 2018 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 at the date of this document (excluding treasury shares). The Directors have no current intention to exercise the power to be conferred by this resolution.

Resolutions 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 (i) subject to adjustment for fractions and certain overseas jurisdictions in connection with rights issues or open offers to shareholders generally and (ii) otherwise in an amount up to 5% of the nominal value of the issued ordinary share capital of the Company at the date of this document (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 in an amount up to a further 5% of the nominal value of the issued ordinary share capital of the Company at the date of this document (excluding treasury shares) for the purposes of what the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this document. The Directors have no current intention to exercise the power to be conferred by this resolution.

Resolutions 8(a) and (b) – Authorisation of market purchases of the Company’s shares and setting of reissue price of those shares

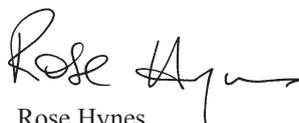
Resolution 8(a) is a special resolution, proposed annually, to empower the Company (or any subsidiary) to make market purchases of up to 10% of the Company’s issued shares at close of business on the date of passing of the resolution (excluding treasury shares) on the basis described in the resolution. The Directors have no current intention to utilise the power to be conferred by this resolution and your Board undertakes to exercise this power only when it believes that such exercise is in the best interests of the shareholders.

Resolution 8(b) is a special resolution dependent on the passing of Resolution 8(a) and is to set the reissue price of shares purchased pursuant to Resolution 8(a) if held as treasury shares.

Recommendation

The Directors believe that the 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

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 Merrion Hotel, Upper Merrion Street, Dublin 2, on Friday 23 November 2018 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 2018 and the reports of the Directors and the auditors thereon. **(Resolution 1)**
2. To declare a final dividend of 17.85 cent per ordinary share for the year ending 31 July 2018, payable on 14 December 2018 to the holders of ordinary shares on the register of members at close of business on 30 November 2018, 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 elect as a director:

(a) Sean Coyle;

and to re-elect as directors;

(b) Kate Allum;

(c) Gary Britton;

(d) Declan Giblin;

(e) Rose Hynes;

(f) Hugh McCutcheon;

(g) Tom O'Mahony; and

(h) Christopher Richards

(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 2019. **(Resolution 4)**
5. To receive and consider the Remuneration Committee's Annual Report on Remuneration for the year ended 31 July 2018 set out on pages 71 to 75 of the Annual Report for 2018. **(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 on the date of this Notice (excluding treasury shares), being €418,606.25; 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 22 February 2020 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, to include the reissue of any treasury shares from time to time, provided that the powers conferred by this resolution shall be limited to:

- (i) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- (ii) the allotment, other than on foot of the authority conferred by sub-paragraph (i) above, of equity securities up to an aggregate nominal value equal to 5% of the issued ordinary share capital of the Company on the date of this Notice (excluding treasury shares), being €62,790.94,

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 22 February 2020 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 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, to include the reissue of any treasury shares from time to time, provided that the powers conferred by this resolution shall be limited to:

- (i) the allotment of equity securities up to an aggregate nominal value equal to 5% of the issued ordinary share capital of the Company on the date of this Notice (excluding treasury shares), being €62,790.94; and
- (ii) where the proceeds of the allotment are to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

provided that the authority hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 22 February 2020 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 capital of the Company (“**Ordinary Shares**”) on such terms and conditions and in such manner as the Directors may determine from time to time but subject to the provisions of the 2014 Act and to the following restrictions and provisions:

- (a) the maximum number of Ordinary Shares authorised to be acquired pursuant to this resolution shall not exceed 10% of the issued share capital of the Company (excluding treasury shares) at close of business on the date of passing of this resolution;
- (b) the minimum price (excluding expenses) which may be paid for any share shall be an amount equal to the nominal value thereof;
- (c) the maximum price (excluding expenses) which may be paid for any share (a “**relevant share**”) shall be an amount equal to the greater of:
 - (i) 105% of the average of the five amounts resulting from determining whichever of the following (A), (B) or (C) specified below in relation to the shares of the same class as the relevant share shall be appropriate for each of the five business days immediately preceding the day on which the relevant share is purchased, as determined from the information published by the trading venue where the purchase will be carried out reporting the business done on each of those five business days:
 - (A) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
 - (B) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
 - (C) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent; and

- (ii) the higher of the price quoted for:
 - (A) the last independent trade of; and
 - (B) the highest current independent bid or offer for, the Company’s shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out.

The authority hereby granted shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 22 February 2020, 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 the Section 106 of the 2014 Act) for the time being held by the Company may be reissued off-market shall be as follows:

- (a) the maximum price at which a treasury share may be reissued off-market shall be an amount equal to 120% of the “appropriate price”; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme (as defined in the Listing Rules of Euronext Dublin) operated by the Company or, in all other cases, an amount equal to 95% of the appropriate price.

For the purposes of this Resolution the expression “appropriate price” shall mean the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to shares of the class of which such treasury share is to be reissued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is reissued, as determined from information published in the Irish Stock Exchange 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 the Irish Stock Exchange 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 22 February 2020 unless previously revoked or renewed in accordance with the provisions of the 2014 Act.

By Order of the Board.



Peter Dunne
Company Secretary
4 - 6 Riverwalk
Citywest Business Campus
Dublin 24
D24 DCW0

Dated: 25 October 2018

NOTES:

- (a) Any member of the Company entitled to attend and vote may appoint one or more proxies (whether a member or not) as his/her proxy to attend, speak and vote on his/her behalf. For this purpose, a Form of Proxy is enclosed with this Notice. To be valid, the Form of Proxy must be deposited at the office of the Company's Registrars, Link Asset Services, Link Registrars Limited, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland by hand, or by post to P.O. Box 7117, Dublin 2, to arrive not later than 11.00 a.m. on Wednesday 21 November 2018 being 48 hours before the time appointed for the holding of the meeting.
- (b) To appoint a proxy electronically, access the Company's Registrars' website at: www.signalshares.com, entering the Company name, Origin Enterprises plc. You will need to register for Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions thereon. To be valid, a Form of Proxy submitted via the Internet must be received by no later than 11.00 a.m. on Wednesday 21 November 2018 or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used.
- (c) In addition to note (b) above and subject to the Articles of Association of the Company and provided it is received at least 48 hours before the time appointed for the holding of the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may also be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Submissions through CREST must be completed in accordance with the procedures specified in the CREST Manual and received by the Registrar under CREST Participant ID 7RA08. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- (d) Pursuant to section 1095 of the Companies Act 2014, the Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 6.00 p.m. on Wednesday 21 November 2018 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register after that time and date shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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