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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 2011

A letter from the Chairman of Origin Enterprises plc (“the Company”) is set out on pages 2 to 4 of this document.

Notice convening the Annual General Meeting of the Company to be held at The Westbury Hotel, Grafton Street, Dublin 2, at 10.00 a.m. on Monday 21 November 2011 is set out on pages 5 to 9 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 10.00 a.m. on Saturday 19 November 2011.

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
Patrick McEniff, Non-Executive
Hugh Cooney, Non-Executive
Alan Gray, Non-Executive

Registered Office
151 Thomas Street
Dublin 8
Ireland

Company Secretary

Pat Morrissey

21 October 2011

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 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 21 November 2011 at The Westbury Hotel, Grafton Street, Dublin 2 at 10:00 a.m. 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.

Resolution 2 – approval of dividend

This is a resolution to declare a final dividend of 11.0 cent per Ordinary Share.

Resolutions 3 (a), (b) and (c) – election and re-election of Directors

These are resolutions to elect Hugh McCutcheon as a Director and re-elect Owen Killian and Brendan Fitzgerald, being Directors retiring under the Articles of Association. Alan Gray will not be seeking re-election as a Director on the expiration of his term of office at the Annual General Meeting. Hugh McCutcheon is a Chartered Accountant and Investment Banking Professional. He has been head of Corporate Finance at Davy since 2001 which he joined in 1989 from PriceWaterhouse, where he qualified as a Chartered Accountant in 1979. Hugh has an honours degree in Economics from Trinity College Dublin and is a Fellow of the Institute of Chartered Accountants in Ireland.

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, together with a Resolution relating to the establishment of a new long term incentive plan by the Company. 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.

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, for cash, equity securities representing up to 5% of the Company’s issued ordinary share capital. The Directors have no current intention to exercise the power to be conferred by this resolution.

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 Board undertake to exercise this power only when it believes that such exercise is in the best interest of the shareholders.

Resolution 8 – approval of the Long Term Incentive Plan 2012

This is an ordinary resolution, whereby your Board seeks shareholder approval for the establishment of a new long term incentive plan – the 2012 Origin Enterprises plc Long Term Incentive Plan (the “2012 LTIP”), as the performance conditions associated with the initial awards made under the 2006 Origin Enterprises plc Long Term Incentive Plan have been satisfied.

The terms of the 2012 LTIP are set out in the Appendix to this letter. The 2012 LTIP is structured to provide an overall framework to incentivise, retain and reward senior executives for driving the achievement of superior financial targets. The cost to the Company and the shareholders is controlled through a 3% limit on the number of new Ordinary Shares in the Company which may be awarded pursuant to the 2012 LTIP. The Remuneration Committee will also control the level of participation by individuals.

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 21 November 2011 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the Financial Statements for the year ended 31 July 2011 and the Report of the Directors' and Auditors thereon **(Resolution 1)**.
2. To declare a final dividend of 11.0 cent per Ordinary Share, payable on 6 January 2012 to the holders of Ordinary Shares on the register of members at close of business on 16 December 2011 **(Resolution 2)**.
3. To elect Hugh McCutcheon as a Director and re-elect Owen Killian and Brendan Fitzgerald as Directors, who retire in accordance with the Articles of Association and being eligible offer themselves for re-election (as separate resolutions):
 - (a) Hugh McCutcheon;
 - (b) Owen Killian; and
 - (c) Brendan Fitzgerald.

(Resolutions 3(a), 3(b) and 3(c))
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; 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 20 February 2013 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 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 the powers conferred by this Resolution shall be limited to:

- (a) 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

- (b) the allotment, other than on foot of the authority conferred by sub-paragraph (a) above, of equity securities up to an aggregate nominal value equal to 5% of the allotted and fully paid up share capital of the Company,

and 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 20 February 2013 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 equity securities to be allotted or issued after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired.

7. As 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 and overseas 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; and
- (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 5 business days prior to the reissue;

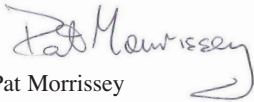
provided that the authorities hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this Resolution or 20 May 2013 unless previously revoked or renewed in accordance with the provisions of the 1990 Act.

8. As an ordinary resolution (Resolution 8)

That the adoption by the Directors of the Origin Enterprises plc Long Term Incentive Plan 2012 (“**the 2012 LTIP**”), substantially in the form described in the Appendix to the Chairman’s letter to shareholders dated 21 October 2011 be approved and:

- (i) that the Directors are authorised:
 - (a) to do all acts and things necessary to carry the 2012 LTIP into effect (including the adoption of any amendments as may be agreed with or required by the Revenue Commissioners or other tax authorities); and
 - (b) to establish sub-schemes based on the 2012 LTIP, including sub-schemes modified to take account of any local tax, exchange control or securities laws in overseas territories provided that any awards made available under such sub-schemes are treated as counting against any limits on individual or overall participation in the 2012 LTIP; and
- (ii) that the implementation and operation of the 2012 LTIP and sub-schemes as aforesaid be and are hereby approved and affirmed for the purposes of section 29 of the Companies Act 1990 and all and any rules of law.

By Order of the Board.



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

Dated: 21 October 2011.

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 10.00 a.m. on Saturday, 19 November 2011 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 10.00 a.m. on Saturday, 19 November 2011 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 6.00 p.m. on Saturday, 19 November 2011 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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Appendix

The Origin Enterprises plc Long Term Incentive Plan 2012

1 Rules and amendments

- (a) These rules together with such additional or substituted or amended rules from time to time shall constitute the rules (“**the Rules**”) of the Origin Enterprises plc Long Term Incentive Plan 2012 (“**the Plan**”), being the Group Plan and the Subsidiary Investment Plan.
- (b) The Board may make amendments to the Plan provided that the provisions relating to:
 - (i) the persons entitled to receive awards under the Plan (the “**Participants**”);
 - (ii) the limitations on the number of awards subject to the Plan; and
 - (iii) the basis for determining a Participant’s entitlement to awards and for the adjustment thereof (if any) in the event of a capitalisation issue, rights issue or open offer, sub-division or consolidation of shares or reduction of capital, any other variation of capital, merger, demerger, payment of a capital dividend or similar event:

cannot be altered to the advantage of the Participants without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Participants or for the company operating the Plan or for members of the Group).

- (c) Benefits under the Plan are not pensionable.

2 Purposes

The purposes of the Plan are:

- (a) to retain and incentivise executives, managers and other employees of the Group and to recruit executives, managers and other employees to the Group;

The Origin Enterprises plc Long Term Incentive Plan 2012 (continued)

- (b) in particular:
- (i) to align the interests of the Participants with the Company's shareholders through the promotion and encouragement of share ownership;
 - (ii) to reward the Participants for driving the achievement of superior financial targets; and
 - (iii) to assist in the retention of the Participants over the long term.

3 Establishment of the Plan

The Plan is to be established by ordinary resolution of the members of the Company, passed on 21 November 2011.

4 Limit on shares to be issued under the Plan

No Ordinary Share may be acquired by a Participant under the Plan if such acquisition would cause the number of Ordinary Shares acquired by all Participants under the Plan to amount to more than 3% of the issued ordinary share capital of the Company. In this regard, the issued ordinary share capital is calculated on the basis that shares to be issued under existing incentive arrangements have been issued.

5 Awards

The awards which shall be capable of being provided under the Plan shall be determined by the Remuneration Committee.

Participation in the Group Plan will be open to certain employees of Irish members of the Group (the "**Irish Participants**") and certain employees of members of the Group outside of Ireland (the "**International Participants**"). It is envisaged that each Irish and International Participant in the Group Plan will benefit from the achievement of specific performance conditions. The benefit can arise through an initial investment in Ordinary Shares which will increase in value dependent on the satisfaction of specific performance conditions (see below) or the award of such number of Ordinary Shares as is determined by reference to satisfaction of the same specific performance conditions (see below).

Separate to the Group Plan, the Remuneration Committee may establish a Subsidiary Investment Plan in which employees of specific Group companies would participate and under which benefits to those participating would be structured so as to facilitate and encourage long term growth objectives in specific Group companies (the "**Group Subsidiary**").

The Origin Enterprises plc Long Term Incentive Plan 2012 (continued)

6 Eligibility

Participants who devote a significant amount of their time to the affairs of the Company and/or its subsidiaries who shall have at least three years service to complete before normal retirement date may be nominated by the Remuneration Committee for the purpose of participation in the Plan.

7 Restrictions On Awards

- (a) No awards may be made at any time, if, following such event the number of Ordinary Shares which could be allotted pursuant to the Plan could exceed 3% of the Ordinary Shares of the Company in issue at that time.
- (b) The Remuneration Committee shall control the level of participation by individuals in the Plan.

8 Performance Conditions

The benefits arising to the Irish and International Participants under the Group Plan at the end of the Relevant Period will be subject to and calculated by reference to the performance conditions set out in subparagraphs 8(a) to (c) (the “**Group Plan Performance Conditions**”).

- (a) Where the compound annual growth rate (the “**CAGR**”) in EPS over the Relevant Period exceeds the EPS for the financial year ended 2011 (“**2011 EPS**”) by at least 7.5% then the number of Ordinary Shares on which benefits can arise will be calculated by pro-rating, using straight line interpolation, starting at 33% up to a maximum of 100% which shall apply if CAGR over the Relevant Period exceeds the 2011 EPS by at least 12.5%. For example, if the CAGR in EPS is as set out in the left-hand column below, then the number of Ordinary Shares on which benefits can arise expressed as a percentage shall be as set out in the right-hand column:

CAGR in EPS	Multiple
≥ 12.5%	100%
7.5%	33%
< 7.5%	0%

The Origin Enterprises plc Long Term Incentive Plan 2012 (continued)

- (b) The Board continues to recommend that dividends equating to at least 25% of underlying EPS be paid to the shareholders in the Company in respect of each of the financial years during the Relevant Period.
- (c) The Return on Invested Capital over the Relevant Period must exceed the Weighted Average Cost of Capital over the Relevant Period as measured at the end of the Relevant Period using the methodology employed to measure Return on Invested Capital and Weighted Average Cost of Capital for the purposes of inclusion in the announcement of yearly and half-yearly results to shareholders of the Company, such measurement to be in respect of the Relevant Period taken as a whole.

For the Subsidiary Investment Plan, the amount payable to the Participant will be subject to and calculated by reference to performance conditions for financial years to be determined by the Remuneration Committee taking account of the targets to be achieved in the relevant Group Subsidiary's strategic business plan (the "**Group Subsidiary Performance Conditions**").

9 Termination

- (a) Participants who cease to be employed by the Group for whatever reason will not derive any benefits under the Plan.
- (b) Upon the happening of any of the following events, the Group Plan Performance Conditions shall be deemed satisfied and the Irish and International Participants shall be entitled to the full benefits of the Group Plan on the basis that all of the performance conditions set out in paragraph 8 had been fulfilled:
 - (i) an offer to acquire the entire issued equity share capital having received acceptances in respect of more than 50% of the issued equity share capital of the Company (and regardless of whether the offer remains conditional at the time) or the implementation of a scheme of arrangement or any similar transaction whereby any person is to acquire more than 50% of the votes exercisable at general meetings of the Company;
 - (ii) the execution of an agreement (with or without conditions) whereby a person or persons acting together agree to acquire more than 50% of the issued equity share capital of the Company; or
 - (iii) the execution of an agreement to sell or otherwise transfer substantially all assets of the Company to an independent third party.

The Origin Enterprises plc Long Term Incentive Plan 2012 (continued)

10 Rights attaching to Ordinary Shares

- (a) All Ordinary Shares allotted under the Group Plan shall rank pari passu in all respects with the Ordinary Shares for the time being in issue save as regards any rights attaching to such Ordinary Shares by reference to a record date prior to the date of allotment.
- (b) Awards are personal to the Participant and are non-assignable, save with the prior consent of the Remuneration Committee.
- (c) After allotting any Ordinary Shares under the Group Plan the Company shall apply to AIM and ESM for such Ordinary Shares to be admitted to trading.

The Origin Enterprises plc Long Term Incentive Plan 2012 (continued)

11 Interpretation

“**the Board**” means the Board of Directors for the time being of the Company or a duly constituted committee of such Board;

“**the Company**” means Origin Enterprises plc;

“**EPS**” means the earnings per share (on a fully diluted basis) of the Company as adjusted for exceptional items and amortisation of intangibles for the accounting period concerned as shown in, or derived from, the annual report issued by the Company for such accounting period;

“**the Group**” means the Company and any of its subsidiaries and consolidated entities;

“**the Group Plan**” means the long term incentive plan for the Group as more particularly described in the Plan;

“**Ordinary Shares**” means the ordinary shares in the capital of the Company;

“**Relevant Period**” means, in respect of the Group Plan, the three financial years ending in 2012, 2013 and 2014;

“**Remuneration Committee**” means the Remuneration Committee of the Board;

“**Return on Invested Capital**” means Group earnings before interest tax and amortisation from continuing operations (“**EBITA**”) taken as a percentage of the Group net assets (for this purpose, EBITA includes the net profit contribution from associates and joint ventures (after interest and tax) and excludes the impact of non-recurring items and net assets excludes all bank debt, cash, cash equivalents and tax related balances);

“**the Subsidiary Investment Plan**” means the long term incentive plan for the relevant Group Subsidiary as more particularly described in the Plan; and

“**Weighted Average Cost of Capital**” means the blend of the Company’s deemed cost of capital and deemed cost of debt with each of these components weighted on the basis of the Company’s debt to equity ratio, as measured annually and reported to investors in conjunction with the announcement of the Company’s yearly and half-yearly results.

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