

Origin Enterprises plc
Remuneration Committee
Terms of Reference

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least 2 members, all of whom are non-executive directors. The initial members of the Committee are Owen Killian and Patrick McEniff.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, or as the Board otherwise determines.
- 1.4 The Board shall appoint the Committee Chairman who shall be a non-executive director. The Chairman of the Board shall be the initial Chairman of the Committee.

2 Secretary

- 2.1 The company secretary or their nominee shall act as the secretary of the Committee.

3 Quorum

- 3.1 The quorum necessary for the transaction of business shall be 2. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Meetings

- 4.1 The Committee shall meet at such other times as the Chairman of the Committee shall require.

5 Notice of Meetings

- 5.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.

- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no later than [2] working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

- 6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

- 7.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

The Committee shall determine and agree with the Board the framework or broad policy for the remuneration of the company's Chief Executive, executive directors and such other members of the executive management as it is designated to consider. Within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive as appropriate, it shall determine the total individual remuneration package of each executive director and other senior executives including bonuses, incentive payments and share options or other share awards. The remuneration of non-executive directors shall be a matter for the Chairman and the executive members of the board. No director or manager shall be involved in any decisions as to their own remuneration;

9. Reporting Responsibilities

- 9.1 The Committee Chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other

- 10.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

11. Authority

- 11.1 The Committee is authorised by the board to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2 In connection with its duties the Committee is authorised by the board to obtain, at the company's expense, any outside legal or other professional advice.

July, 2007