
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred your entire holding of Ordinary Shares in NTR Public Limited Company (“the Company”), please pass this document, together with the enclosed proxy form, to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NTR Public Limited Company
(“the Company”)

Notice of 2012 Annual General Meeting

NTR plc

(Incorporated in Ireland with limited liability under the Companies Acts, 1963 to 2012. Registered no. 89782)

Registered Office: Burton Court, Burton Hall Drive, Sandyford, Dublin 18

Directors:

Tom Roche* (Chairman)

Michael McNicholas (Chief Executive)

Brian Kearney*

Christopher Nash* (British)

Donal Tierney*

Neil Parkinson

Alan Walsh*

Michael Walsh*

*denotes non-executive

Company Secretary:

Caroline Bergin

7th August, 2012

Notice of 2012 Annual General Meeting ("AGM")

Dear Shareholder

Your attention is drawn to the attached notice of the AGM of the Company which will be held at The Conrad Hotel, Earlsfort Terrace, Dublin 2 at 10am on Thursday 6th September 2012. In addition to the ordinary business to be transacted at the AGM (as set out in resolutions 1 to 6 in the notice of the meeting), there are two items of special business proposed for the AGM. The two items of special business relate to the share capital of the Company and concern matters which are now routine for most public companies. Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, your Directors unanimously recommend you to vote in favour of the resolutions as they intend to do in respect of all the ordinary shares which can be voted by them.

Under the first item of special business, shareholders are being asked to renew, until the date of the Annual General Meeting to be held in 2013 or 6th December, 2013 (whichever is the earlier), the authority of the directors to allot new shares. This authority will be limited to the allotment of up to an aggregate amount of €85,763 in nominal value of ordinary shares (being one third of the nominal value of the Company's issued share capital as at 7th August, 2012).

Under the second item of special business, shareholders are being asked to renew the authority to disapply the strict statutory pre-emption provisions in the event of a rights issue or in any other issue up to an aggregate amount of €25,728 in nominal value of ordinary shares, representing 10% of the nominal value of the Company's issued ordinary share capital for the time being. If adopted, this authority will expire on the earlier of the close of business on 6th December, 2013 or the date of the Annual General Meeting of the Company in 2013.

Further Action

A Form of Proxy for use at the AGM is enclosed. You are requested to complete, sign and return the Form of Proxy as soon as possible whether or not you propose to attend the meetings in person. To be valid, the Form of Proxy should be returned by hand or by post to the Company's Registrar, Capita Registrars, P.O. Box 7117, Dublin 2 (if delivered by post) or to Unit 5, Manor Street Business Park, Manor Street, Dublin 7 (if delivered by hand), to arrive not less than 48 hours before the time appointed for the holding of the meeting. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting should you so wish.

Yours sincerely

Tom Roche

Chairman

NOTICE OF ANNUAL GENERAL MEETING
of
NTR Public Limited Company (“the Company”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at The Conrad Hotel, Earlsfort Terrace, Dublin 2 at 10am on Thursday 6th September, 2012 for the following purposes:-

Ordinary Business:

1. To receive and consider the financial statements for the year ended 31st March, 2012 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint Christopher Nash, who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election as a director.
3. To re-appoint Michael McNicholas, who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election as a director.
4. To appoint Alan Walsh, who retires in accordance with the Articles of Association and, being eligible, offers himself for election as a director.
5. To re-appoint Michael Walsh, who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election as a director.
6. To authorise the Directors to fix the remuneration of the Auditors, for the year ending 31st March, 2013.

Special Business:

7. As an Ordinary Resolution

“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) provided that (1) the maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be an aggregate nominal amount of €85,763 and (2) this authority shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 6th December, 2013 provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry date and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.”

8. As a Special Resolution

“That pursuant to Article 7(b) of the Articles of Association and Section 24 of the Companies (Amendment) Act, 1983 the Directors are hereby empowered to allot equity securities (as defined by Section 23 of that Act) for cash as if sub-section (1) of the said Section 23 did not apply to any such allotment, provided that this power shall be limited to the matters provided for in Article 7(b)(i) to (ii) of the Articles of Association and provided further that the aggregate nominal value of any shares which may be allotted pursuant to Article 7(b)(ii) may not exceed €25,728 and this authority shall expire at the close of business on the earlier of the date of the next AGM of the Company or 6th December, 2013.”

By order of the Board

Caroline Bergin
Company Secretary

7th August, 2012

Registered Office
Burton Court
Burton Hall Drive
Sandyford
Dublin 18

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in his/her place. Completion of a Form of Proxy will not affect the right of a member to attend, speak and vote at the meeting in person.
2. To be effective, the Form of Proxy and the power of attorney or other authority, if any, under which it is signed (or a notorially certified copy of the power of attorney) must be lodged with the Company's Registrar, Capita Registrars, P.O. Box 7117, Dublin 2 (if delivered by post) or to Unit 5, Manor Street Business Park, Manor Street, Dublin 7 (if delivered by hand) to be received not later than 48 hours before the time for holding the Annual General Meeting or adjourned Annual General Meeting.
3. In the case of joint holders, the vote of the senior who tenders a vote, either in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
4. The Company, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the Register of Members of the Company as at 6:00pm on 4th September, 2012 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the Register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.