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**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.**

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**NTR Public Limited Company**  
**(“the Company”)**

**Notice of 2014 Annual General Meeting**

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# NTR plc

*Incorporated in Ireland with limited liability under the Companies Acts 1963 to 2013. Registered no. 89782  
Registered Office: Burton Court, Burton Hall Drive, Sandyford, Dublin 18.*

*Directors:*

Tom Roche (Chairman)\*  
Rosheen McGuckian (Chief Executive)  
Marie Joyce (Chief Financial Officer)  
Christopher Hunt (American)\*  
Brian Kearney\*  
Conor Roche  
Charlotte Valeur (Danish)\*  
Alan Walsh\*  
*\*Non-Executive Director*

*Company Secretary:*  
Marie Joyce

7th August, 2014

## **Notice of 2014 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 4th September, 2014. In addition to the ordinary business to be transacted at the AGM (as set out in resolutions 1 to 8 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 2015 or 4th March, 2016 (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 €40,697 in nominal value of ordinary shares (being one third of the nominal value of the Company's issued share capital as at 7th August, 2014).

Under the second item of special business, shareholders are being asked to renew the authority to dis-apply the strict statutory pre-emption provisions in the event of a rights issue or in any other issue up to an aggregate amount of €12,209 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 4th March, 2016 or the date of the Annual General Meeting of the Company in 2015.

### **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 Asset Services, Shareholder solutions (Ireland), P.O. Box 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin 2 (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 4th September, 2014 for the following purposes:-

**Ordinary Business:**

1. To receive and consider the financial statements for the year ended 31st March, 2014 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint Brian Kearney, who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election as a director.
3. To re-appoint Alan Walsh, who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election as a director.
4. To appoint Christopher Hunt, who retires in accordance with the Articles of Association and, being eligible, offers himself for election as a director.
5. To appoint Marie Joyce, who retires in accordance with the Articles of Association and, being eligible, offers herself for election as a director.
6. To appoint Conor Roche, who retires in accordance with the Articles of Association and, being eligible, offers himself for election as a director.
7. To appoint Charlotte Valeur, who retires in accordance with the Articles of Association and, being eligible, offers herself for election as a director.
8. To authorise the Directors to fix the remuneration of the Auditors for the year ending 31st March, 2015.

**Special Business:**

**9. 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 (i) the maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be an aggregate nominal amount of €40,697, and (ii) this authority shall expire at the close of business on the earlier of the date of the next AGM of the Company or 4th March, 2016 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.”

**10. 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 €12,209 and this authority shall expire at the close of business on the earlier of the date of the next AGM of the Company or 4th March, 2016.”

By order of the Board

**Marie Joyce**  
*Company Secretary*

7th August, 2014

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 notarially certified copy of the power of attorney) must be lodged with the Company's Registrar, Capita Asset Services, Shareholder solutions (Ireland), P.O. Box 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin 2 (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 2nd September, 2014 (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.