
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 Annual General Meeting

NTR plc

(Incorporated in Ireland with limited liability under the Companies Acts, 1963 to 2006. Registered no. 89782)

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

Directors:

Tom Roche* (Chairman)
Jim Barry (Chief Executive)
Brian Kearney*
Michael King
Christopher Nash* (British)
Donal Tierney*
Michael Walsh

*denotes non-executive

Secretary:

Eamon Bolger

11 August 2008

Notice of 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 Westbury Hotel, Grafton Street, Dublin 2 at 12.30 pm on Thursday 4 September 2008. In addition to the usual business to be transacted at the AGM (as set out in resolutions 1 to 6 in the Notice of the meeting) there are three items of special business proposed for the AGM. The first two items of special business all relate to the share capital of the Company and concern matters which are now routine for most public companies. Under the last item of special business, it is proposed that the Articles of Association of the Company be amended in a way that will facilitate the wider use of electronic communications between the Company and its shareholders. 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 of the Company to be held in 2009 or 3 December 2009 (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 €82,996 in nominal value of ordinary shares (being 33% of the nominal value of the Company’s issued share capital as at 11 August 2008).

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 €12,449 in nominal value of ordinary shares, representing 5% of the nominal value of the Company’s issued ordinary share capital for the time being. If adopted, this authority will expire on the date of the Annual General Meeting of the Company to be held in 2009 or 3 December 2009 (whichever is the earlier).

Proposed amendment of the Articles of Association to facilitate the use of electronic communications between the Company and its shareholders

Under the last item of special business, it is proposed that the Articles of Association of the Company be amended in a way that will facilitate the wider use of electronic communications. If this amendment is adopted, it will mean that the Company will be able to use electronic communications with shareholders in the same way as is now possible for companies which are listed on the Official List of the Irish Stock Exchange following the introduction of the Transparency (Directive 2004/109/EC) Regulations 2007 (Statutory Instrument 7 of 2007). In practice this would result in the Company adopting the following arrangements:-

1. The amendment will allow the Company to send Notices, annual reports and other documents to shareholders in electronic form. However, before the Company can communicate electronically with a shareholder, it must first have written to the shareholder informing him/her of its intention to use electronic communications for such purposes and the shareholder must not have, within 4 weeks of the issue of such Notice, served an objection in writing on the Company to such proposal.
2. When communications are to be made available to shareholders via a website, the Company will send shareholders a notification which will provide shareholders with:
 - the address of the website;
 - the place on the website where the relevant communications may be accessed; and
 - details of how to access the relevant communications.
3. The notification referred to in 2 above will be sent by email to those shareholders who consent to electronic communications and have provided the Company with an email address, and by letter to those shareholders who have agreed (or are deemed to have agreed) to electronic communications but have not provided the Company with an email address.
4. The Company will continue to send shareholders tax vouchers for their dividends by post, and there may be other circumstances in which the Company may need or prefer to send communications to shareholders in hard copy rather than by electronic communications.
5. Any shareholder who does not wish to receive communications from the Company in electronic form may contact the Company's registrars at any time and request that all further communications be conveyed to him/her in writing. Such a revocation will become effective 5 days after it is received by the Company or its registrar.

A copy of the proposed amended Articles of Association is available for inspection during normal business hours on any weekday (Saturdays and public holidays excepted) at the Company's registered office up to and including 4 September 2008 and at The Westbury Hotel, Grafton Street, Dublin 2 for a period of 15 minutes before the AGM scheduled for Thursday 4 September 2008 at 12.30 pm.

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 meeting 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 Westbury Hotel, Grafton Street, Dublin 2 at 12.30 pm on Thursday 4 September 2008 for the following purposes:-

Ordinary Business:

1. To receive and consider the financial statements for the year ended 31 March 2008 together with the Reports of the Directors and the Auditors thereon.
2. To declare a Final Dividend of 3.95 cent per share on the Ordinary Shares of €0.00125 each of the Company for the year ended 31 March 2008.
3. To re-elect Brian Kearney, who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election as a director.
4. To re-elect Donal Tierney, who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election as a director.
5. To re-elect 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.

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 €82,996 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 3 December 2009, 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 €12,449”

9. As a Special Resolution

“That the Articles of Association of the Company be and are hereby amended and replaced by the adoption of the new Articles of Association of the Company which have been signed by the Chairman of this meeting for identification purposes and which have been available for inspection at the registered office of the Company since the date of the Notice of this Meeting.”

By order of the Board

Eamon Bolger
Secretary

11 August 2008

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 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 6:00 pm on Tuesday 2 September 2008 (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.

