

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your shares in Origo Partners PLC, you should immediately send this document, together with the accompanying form of proxy, to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

ORIGO PARTNERS PLC

(Incorporated in the Isle of Man with Registered No. 5681V)

Directors:

Niklas Ponnert (*Director*)
Shonaid Jemmett-Page (*Non-Executive Chairman*)
Lionel de Saint-Exupery (*Non-Executive Director*)

Registered Office:

33-37 Athol Street
Douglas
Isle of Man
IM1 1LB

4 July 2016

TO: Ordinary Shareholders and Convertible Preference Shareholders (together "Shareholders") and (for information purposes only) option holders of Origo Partners PLC (the "Company")

Dear Sir or Madam

Notice of Annual General Meeting

1 2016 Annual General Meeting

I have pleasure in enclosing with this letter the Company's Annual Report and Accounts for the year ended 31 December 2015.

The Company's Annual General Meeting will be held on 25 July 2016 at 9.30am at 33-37 Athol Street, Douglas, Isle of Man, IM1 1LB. The notice convening the meeting is set out at the end of this document. I would like to take this opportunity to explain to you the effect of certain resolutions to be transacted at the meeting.

2 The Auditors

Resolutions 2 and 3

It is proposed by the directors that Ernst & Young LLP be re-appointed as the auditors of the Company until the date of the next annual general meeting of the Company and that the directors of the Company be authorised to fix the remuneration of the auditors as they see fit.

3 **The Board**

Resolutions 4

Lionel de Saint-Exupery retires as a director by rotation. Lionel de Saint-Exupery will stand for re-election in accordance with the Company's Articles.

4 **Waiver of Pre-Emption Rights**

Resolution 5

The Articles provide that, unless otherwise approved by a resolution passed by a simple majority, the directors may only issue equity securities (being shares or a right to subscribe or to convert securities into shares) for cash on a pre-emptive basis, save in certain limited circumstances. These rights of pre-emption were disapplied at the Company's last Annual General Meeting on 20 July 2015 in respect of 124,724,044 equity securities. At this year's Annual General Meeting the Company is seeking to disapply the rights of pre-emption in respect of 124,724,044 equity securities, which represents approximately 30% of the Company's current issued shares (including, for the avoidance of doubt, the convertible preference shares).

It is proposed that such disapplication will expire on the earlier of 15 months from the date of the passing of Resolution 5 and the date of the Company's next Annual General Meeting.

5 **Action To Be Taken**

Shareholders will find enclosed with this document a Form of Proxy for the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy should be returned to *Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU* (or if couriered or hand-delivered to *Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU*) as soon as possible and, in any event, so as to arrive not later than 9.30am on 23 July 2016. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

6 **Recommendation**

The directors recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings, which together amount to 3,811,009 ordinary shares representing approximately 0.9 per cent. of the present issued share capital of the Company (including, for the avoidance of doubt, the convertible preference shares).

Yours faithfully

Shonaid Jemmett-Page
Non-Executive Chairman

Documents for Inspection

The following information, which is available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays and public holidays excepted) from the date of this notice until the date of the Annual General Meeting, will also be available for inspection at the place of the Annual General Meeting for a period of 15 minutes prior to the meeting and until the conclusion of the meeting

Memorandum and Articles of Association of the Company

Copies of service contracts of directors of the Company

Company Number: 5681V

THE ISLE OF MAN COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
NOTICE OF ANNUAL GENERAL MEETING

of

ORIGO PARTNERS PLC
(the "Company")

Notice is hereby given that the 2016 Annual General Meeting of the Company will be held on 25 July 2016 at 9.30am at 33-37 Athol Street, Douglas, Isle of Man, IM1 1LB for the purpose of considering and, if thought fit, passing the following resolutions, all of which will be proposed as Resolutions:

Resolutions

- 1 To receive and adopt the Company's annual accounts for the financial year ended 31 December 2015 together with the directors' report and auditor's report on those accounts.
- 2 To re-appoint Ernst & Young LLC as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company.
- 3 To authorise the directors to fix the remuneration of the auditors.
- 4 To re-appoint Lionel de Saint-Exupery to the position of director of the Company.
- 5 **THAT**, the provisions of Article 7.1 of the Articles of Association shall not apply to the allotment of any equity securities pursuant to the general authority given to the directors in accordance with the provisions of Article 6 of the Articles of Association and that accordingly, the directors may allot, grant options over or otherwise dispose of any shares in the capital of the Company to such persons, on such terms and in such manner as they see fit up to a maximum number of 124,724,044 equity securities, without the need to make an offer to those persons who hold equity securities of the same class on the same or more favourable terms in proportion (as near as practicable) to their existing shareholdings of equity securities of the same class when compared to the entire issued shares of that class, for the period from the date of this resolution to the earlier of the next Annual General Meeting of the Company or 15 months from the date of the passing of this resolution.

By Order of the Board

Dated: 4 July 2016

Shonaid Jemmett-Page
Non-Executive Chairman

Registered Office
33-37 Athol Street,
Douglas,
Isle of Man,
IM1 1LB

Notes:

A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend and, on a poll, vote in his place. Such proxy need not be a member of the Company.

A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person in which case any votes cast by the proxy will be excluded.

A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying the enclosed proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes of the proxy form. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he so wishes.

To be valid the form of proxy (together with the power of attorney or other authority if any under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of *Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU* (or if couriered or hand delivered to *Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU*) so as to be received no later than 9.30am on 23 July 2016. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting in person.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.

As provided in Regulation 22 of the Uncertificated Securities Regulations 2006, only those members registered in the register of members of the Company 48 hours before the time set for the meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

ORIGO PARTNERS PLC
ANNUAL GENERAL MEETING

25 JULY 2016

FORM OF PROXY

To: Origo Partners PLC

I/We(Shareholder(s) Name)(a) member/members of Origo Partners PLC (the “**Company**”), hereby appoint as my/our proxy, to attend and, on a poll, vote on my/our behalf at the annual general meeting of the Company to be held at 33/37 Athol Street, Douglas, Isle of Man, IM1 1LB at 9.30am on 25 July 2016 and at any adjournment thereof (the “**AGM**”), the duly appointed Chairman of the AGM or (see Note 1):

.....

My/our proxy is to vote as indicated by an “X” below in respect of the resolution set out in the notice of the AGM. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

Please tick here if this proxy appointment is one of multiple appointments being made

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1 To receive and adopt the Company’s annual accounts for the year ended 31 December 2015.			
Resolution 2 To re-appoint Ernst & Young LLC as auditors of the Company.			
Resolution 3 To authorise the directors to fix the remuneration of the auditors.			
Resolution 4 To re-appoint Lionel de Saint-Exupery to the position of director of the Company.			
Resolution 5 To disapply pre-emption rights in respect of the Company’s Articles.			

Signature(s) or Common Seal

.....

Date

PLEASE USE REPLY ENVELOPE ENCLOSED

¹ A shareholder entitled to attend and vote at the AGM may appoint one or more proxies of his or her choice to attend the AGM and, on a poll, vote on his or her behalf. If a proxy other than the Chairman of the meeting is preferred, please enter the name of your proxy in the space provided and delete the words "the duly appointed Chairman of the AGM or". A proxy need not be a member of the Company, but must attend the AGM to represent you.

To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a notarily certified copy of such power or authority, must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (or if couriered or hand-delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU) so as to be received by not later than 9.30am on 23 July 2016, being 48 hours before the time of the AGM.

A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying this proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of the AGM. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he so wishes.