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To	Company Announcements Office	Facsimile	1300 135 638
Company	ASX Limited	Date	17 September 2021
From	Helen Hardy	Pages	34
Subject	Origin Energy 2021 Notice of Annual General Meeting		

Please find attached a release on the above subject.

Regards

Authorised for lodgement by:
Helen Hardy
Company Secretary

02 8345 5000

Notice of Annual General Meeting 2021

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Notice is given that the 2021 Annual General Meeting (AGM) of shareholders of Origin Energy Limited (Company or Origin) will be held on

Wednesday, 20 October 2021 at 10:00am AEDT.

The AGM will be held via an online platform, which will allow shareholders and proxyholders to watch, vote, make comments and ask questions (by text or audio function) during the AGM in real time, regardless of their location. A telephone line will also be available to allow shareholders and proxyholders to ask questions. Information on how to participate in the virtual AGM is set out in this Notice of Meeting.

Participation at the AGM

To participate in the AGM, Shareholders and proxyholders will need a computer or mobile/tablet device with internet access.

computer or mobile device – enter the following URL in your browser: web.lumiagm.com/374437175

You will need the following information to access the AGM:

- AGM meeting ID: 374437175;
- Voting Access Code: located on your proxy form or AGM notification email, which will be sent to you by Origin's share registry, Boardroom; and
- your password: your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the AGM Online User Guide which is attached to this notice.

Proxyholders: You will need your proxy details to participate. Please contact Boardroom before the AGM on 1300 664 446 or send an email to proxy@boardroomlimited.com.au to obtain details.

More information about how to use the AGM online platform is set out in the AGM Online User Guide, which is attached to this notice, and is also available at boardroomlimited.com.au/agm/originagm2021

The website will be open and available from 9:00am AEDT, 20 October 2021. Shareholders and proxyholders can also ask questions during the meeting by telephone, but will not be able to vote using this facility. Shareholders will need to contact Origin's share registry, Boardroom, on 1300 664 446 (within Australia) or + 61 2 8016 2896 (outside of Australia) to register and receive details for the teleconference line, prior to the meeting. If you plan to ask a question by telephone:

- you will still need to log in to the online platform if you wish to vote during the meeting; or
- you can lodge your vote before the meeting (see options for voting below).

Options for voting prior to the AGM

Shareholders who are unable to join the AGM are encouraged to appoint a proxy to participate and vote on their behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Even if you plan to participate in the virtual meeting, you are still encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot participate (for example, if there is an issue with your internet connection on the day of the meeting).

Shareholders can appoint a proxy online at boardroomlimited.com.au/agm/originagm2021
This appointment must be submitted by no later than 10:00am AEDT on Monday, 18 October 2021 to be valid.

Asking questions at the AGM

Shareholders or appointed proxyholders may direct questions during the meeting to the Chairman about the operations and management of Origin, or to Origin's external auditor, EY, in relation to the content of the auditor's report and the conduct of the audit. Only shareholders or appointed proxyholders may ask questions online (via the text or audio function) or on the telephone.

The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all questions raised. Origin asks that shareholders are courteous and respectful to all other shareholders participating in the meeting, and notes that the Chairman reserves the right to ensure that the meeting is conducted in a way that gives as many shareholders as possible an opportunity to be heard.

Shareholders may also lodge written questions prior to the meeting by emailing their question to originagm@boardroomlimited.com.au by 5:00pm AEDT on Friday, 15 October 2021.

Viewing the webcast online

The AGM will be webcast live via web.lumiagm.com/374437175. The meeting will be recorded and an archive of the webcast will be available on our website shortly after the meeting. You do not need to be a shareholder or proxyholder to view the webcast.

Business

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1 Financial report

To receive and consider the financial statements of the Company and the reports of the Directors and auditors for the year ended 30 June 2021.

Shareholders are not required to vote on the financial statements and the reports of the Directors and auditor.

2 Election of Ms Ilana Atlas

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Ms Ilana Atlas, being a Director who retires under rule 9.1(c) of the Company's constitution and being eligible, is elected as a Director of the Company."

Details of the qualifications and experience of Ms Atlas and the recommendation of the Board in relation to her election are set out in the attached Explanatory Notes.

3 Election of Mr Mick McCormack

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Mick McCormack, being a Director who retires under rule 9.1(c) of the Company's constitution and being eligible, is elected as a Director of the Company."

Details of the qualifications and experience of Mr McCormack and the recommendation of the Board in relation to his election are set out in the attached Explanatory Notes.

4 Election of Ms Joan Withers

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Ms Joan Withers, being a Director who retires under rule 9.1(c) of the Company's constitution and being eligible, is elected as a Director of the Company."

Details of the qualifications and experience of Ms Withers and the recommendation of the Board in relation to her election are set out in the attached Explanatory Notes.

5 Re-election of Mr Scott Perkins

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Scott Perkins, being a Director who retires by rotation under rule 9.2(a) of the Company's constitution and being eligible, is re-elected as a Director of the Company."

Details of the qualifications and experience of Mr Perkins and the recommendation of the Board in relation to his re-election are set out in the attached Explanatory Notes.

6 Re-election of Mr Steven Sargent

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Steven Sargent, being a Director who retires by rotation under rule 9.2(a) of the Company's constitution and being eligible, is re-elected as a Director of the Company."

Details of the qualifications and experience of Mr Sargent and the recommendation of the Board in relation to his re-election are set out in the attached Explanatory Notes.

7 Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2021 be adopted."

This is a non-binding advisory vote.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 7:

- by or on behalf of a member of the Company's key management personnel (KMP) named in the Company's Remuneration Report for the year ended 30 June 2021 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 7:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation on the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of the KMP.

8 Equity grants to Managing Director and Chief Executive Officer Mr Frank Calabria

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the grant of Restricted Share Rights and Performance Share Rights under the Company's Long Term Incentive Plan to Managing Director and Chief Executive Officer, Mr Frank Calabria, in the manner set out in the Explanatory Notes to this Notice of Meeting be approved, and that this approval be for all purposes."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 8:

- in favour of the resolution by or on behalf of Mr Frank Calabria or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast on Resolution 8:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- as proxy for a person entitled to vote on the resolution by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder, to vote in that way.

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9 Renewal of approval of potential termination benefits

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That approval be given for all purposes (including for the purposes of sections 200B and 200E of the *Corporations Act*), for the giving of benefits by the Company or any of its related bodies corporate to current or future employees who are KMP of the Company or who hold a managerial or executive office in the Company or a related body corporate, in connection with that person ceasing to be a Director or ceasing to hold a managerial or executive office in the Company or a related body corporate, all as described in the Explanatory Notes."

Voting exclusion statement

If any shareholder is an employee or Director of the Company or a related body corporate, then that shareholder (and their associates) should not vote on Resolution 9 if they wish to preserve their ability to receive benefits under this approval.

Further, the Company will disregard any votes cast on Resolution 9 as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties, unless the vote is cast by a person as a proxy for a person entitled to vote on Resolution 9 in accordance with the directions on the proxy form.

Unlike the other resolutions, the Chairman of the meeting will not be able to vote undirected proxies on Resolution 9, even if the proxy appointment expressly authorises the Chairman of the meeting to exercise the proxy, as he is a person who may be entitled to receive a benefit under Resolution 9.[1]

10 Resolutions requisitioned by a group of shareholders

The resolutions in items 10(a) to 10(d) were proposed by a group of shareholders holding approximately 0.016 per cent of Origin shares.

The resolutions in items 10(e) and 10(f) were proposed by a group of shareholders holding approximately 0.012 per cent of Origin shares.

The following resolutions are **NOT SUPPORTED** by the Board.

10(a) Amendment to the constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

"To amend the constitution to insert in Clause 8 'General meetings' the following new sub-clause 8.11 'Advisory resolutions':

The shareholders in general meeting may by ordinary resolution express an opinion, ask for information, or make a request, about the way in which a power of the Company partially or exclusively vested in the Directors has been or should be exercised. However, such a resolution must relate to an issue of material relevance to the Company or the Company's business as identified by the Company, and cannot advocate action which would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the Directors or the Company."

10(b) Water

Subject to and conditional on Resolution 10(a) being passed by the required majority, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"Shareholders request that the Company, before undertaking any further shale oil and gas exploration and/or production, (also known as "fracking"), commit to:

1. surveying the Company's entire licence areas to establish a baseline of water quality;
2. consulting with Traditional Owners and their family groups on all cultural water flows to establish connectedness; and
3. make the methodology, findings, and recommendations of this research public."

10(c) Cultural heritage

Subject to and conditional on Resolution 10(a) being passed by the required majority, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"Shareholders note that after the destruction at Juukan Gorge, all current State and Territory cultural heritage protection laws and policies are under review. Shareholders therefore request that the Company:

1. support and comply with all legislative changes resulting from that review process; and
2. cease all operations in the Company's licence areas until all of the recommendations of The Scientific Inquiry into Hydraulic Fracturing in the Northern Territory's Final Report (2018) have been implemented, including:
a. requirements for engaging with groups within the licence area before commencing fracking and for that engagement process to be undertaken by the Aboriginal Areas Protection Authority (AAPA); and
b. the rights of all impacted Traditional Owner family groups to veto anything that will disrupt cultural heritage and sacred sites."

10(d) Consent

Subject to and conditional on Resolution 10(a) being passed by the required majority, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"Shareholders request that the Company:

1. acknowledge that Traditional Owners have a right to know who has consented to the Company's operations on their Country;
2. obtain consent from Traditional Owners in accordance with the standards set out under the principles of the United Nations Free, Prior and Informed Consent; and
3. publicly disclose any and all materials (maps, translators, etc.) used in consent negotiations, including all agreements and signatories, and details of enquiries made by Traditional Owners about the consent agreements that pertain to their Country.

10(e) Climate-related lobbying

Subject to and conditional on Resolution 10(a) being passed by the required majority, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"Shareholders request that our Company strengthen its review of industry associations to ensure that it identifies areas of inconsistency with the Paris Agreement.

[1] The only termination benefit the Chairman may potentially receive relates to insurance benefits. Please see page 11 of the Explanatory Notes for further details.

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Where an industry association's record of advocacy is, on balance, inconsistent with the Paris Agreement's goals, shareholders recommend that our Company suspend membership, for a period deemed suitable by the Board.

Nothing in this resolution should be read as limiting the Board's discretion to take decisions in the best interests of our Company."

10(f) Paris-aligned capital expenditure

Subject to and conditional on Resolution 10(a) being passed by the required majority, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"Shareholders request that our Company commit to align all material future capital expenditure with the Paris Agreement's objective of limiting global warming to 1.5°C.

Nothing in this resolution should be read as limiting the Board's discretion to take decisions in the best interests of our Company."

The Board considered the requisitions and the reasons put forward by the requisitioning shareholders and unanimously recommend that shareholders vote against Resolution 10(a) and, if necessary, Resolutions 10(b) to 10(f) for the reasons set out in the Explanatory Notes on pages 13-17 of this Notice.

Please note: Resolutions 10(b) to 10(f) are contingent advisory resolutions and will only be put before shareholders for proper consideration at the meeting if Resolution 10(a) is first passed by special resolution. If Resolution 10(a) is not passed, the five contingent advisory resolutions will not be put to the meeting. However, the Company intends to allow shareholders a reasonable opportunity to ask questions on the subject matter of these resolutions at the meeting, even if Resolution 10(a) is not passed.

The Chairman of the meeting intends to vote undirected proxies AGAINST Resolutions 10(a) to 10(f).

By order of the Board.

Helen Hardy
Company Secretary

Sydney, 17 September 2021

Notes

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Determination of entitlement to attend and vote

Pursuant to Regulation 7.11.37 of the *Corporations Regulations*, the Company has determined that, for the purpose of the meeting, shares will be taken to be held by the persons who are the registered holders at 7:00pm AEDT on Monday, 18 October 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to participate and vote at the meeting.

Resolutions by poll

Shareholders are asked to participate virtually in the meeting. The Chairman intends that each resolution set out in this Notice of Meeting be decided by poll. On a poll, shareholders have one vote for every fully paid ordinary share held. Under the *Corporations Act 2001 (Cth)*, if a shareholder appoints two proxies, both proxies will be entitled to vote on a poll.

Voting via online AGM platform during the AGM

Shareholders participating in the AGM via the online AGM platform will be able to vote in real time during the meeting when invited by the Chairman. Shareholders will be able to vote their whole holding for, against or abstain on each item through the online platform.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.00am AEDT on Monday, 18 October 2021 even if they plan to participate online.

Proxies, attorneys and corporate representatives

A shareholder entitled to vote at a general meeting is entitled to appoint a proxy to participate virtually and vote on the shareholder's behalf. A shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of the shareholder's votes each proxy is entitled to exercise. If two proxies are appointed but no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A proxy has the same rights as a shareholder to speak at the meeting, to vote (but only to the extent permitted by law and allowed by the appointment) and to join in a demand for a poll. Shareholders who have appointed a proxy may still participate in the meeting. The proxy is not revoked by the shareholder participating and taking part in the meeting, unless the shareholder actually votes at the meeting on a resolution for which the proxy is proposed to be used.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of shareholders shall be accepted to the exclusion of the others, regardless of whether the vote is given in person, by proxy, by representative or by attorney.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act*; and
- provides satisfactory evidence of the appointment of its corporate representative to the Company at least 48 hours prior to commencement of the meeting.

If such evidence is not received at least 48 hours prior to the commencement of the meeting, then the body corporate proxy (through its representative) will not be permitted to act as the shareholder's proxy.

Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the Company's share registry, Boardroom Pty Limited, by 10:00am AEDT on Monday, 18 October 2021. A proxy may be lodged with Boardroom Pty Limited:

- online, at boardroomlimited.com.au/agm/originagm2021 or as a registered user via InvestorServe or the Boardroom app;
- by mail, at Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- by hand, at Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000; or
- by facsimile, on +61 2 9290 9655.

Undirected proxies

If the Chairman of the meeting is your proxy, and you do not mark a box next to Resolution 7 or 8, then by completing and returning the proxy form, you will be expressly authorising the Chairman to vote as he sees fit in respect of Resolutions 7 and 8 even though these resolutions are connected with the remuneration of the Company's KMP.

The Chairman of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolutions 2 to 8.

The Chairman of the meeting does not intend to vote undirected proxies on Resolution 9.

The Chairman of the meeting intends to vote undirected proxies **AGAINST** Resolutions 10(a) to 10(f).

The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.

Questions at the meeting

The meeting is intended to give shareholders the opportunity to hear from the Chairman and the Chief Executive Officer, to discuss the financial year ended 30 June 2021, to give some insight into the Company's prospects for the year ahead and provide an opportunity for shareholders to ask questions relevant to the Company. The Company welcomes shareholders' questions at the meeting. However, in the interests of those participating, questions or comments should be confined to items of business before the meeting and should be relevant to shareholders as a whole. Origin asks that shareholders are courteous and respectful to all other shareholders participating in the AGM and notes that the Chairman reserves the right to ensure that the meeting is conducted in this manner.

We encourage shareholders to lodge questions in advance of the meeting by emailing their questions to originagm@boardroomlimited.com.au by 5.00pm (AEDT) on Friday, 15 October 2021.

Explanatory Notes

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These Explanatory Notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read these Explanatory Notes in full, including the Directors' recommendations, before making any decision in relation to the resolutions.

1 Receive and consider reports for the year ended 30 June 2021

The Company's Annual Report has been made available to shareholders and is published on the Company's website (originenergy.com.au). Shareholders are not required to vote on the financial statements and the reports of the Directors and auditor. As described on page 5 of the Notice of Meeting, at the meeting there will be an opportunity for shareholders to comment on and ask questions about the management of the Company.

2 Election of Ms Ilana Atlas, Independent Non-executive Director

Ms Atlas joined the Board of the Company in February 2021. She will join the Remuneration and People Committee in FY2022.

Ms Atlas has extensive financial services and legal experience and has held executive and non-executive roles across many sectors. Ms Atlas is currently a Non-executive Director of Scentre Group Limited (since May 2021), Scentre Management Limited (since May 2021), RE1 Limited (since May 2021), RE2 Limited (since May 2021) and Australia and New Zealand Banking Group Limited (since 2014). Ms Atlas is also the Chair of Jawun, a Director of the Paul Ramsay Foundation and a Panel Member of Adara Partners.

Ms Atlas was previously the Chair of Coca-Cola Amatil Limited (2017-2021). She was a Director of Coca Cola Amatil Limited (2011-2021), Treasury Corporation of New South Wales (2013-2017), Westfield Group (2011 to 2014) and Suncorp (2011-2014). Ms Atlas was Group Executive, People and Group Secretary and General Counsel at Westpac Banking Corporation and a partner at Mallesons Stephen Jaques, where she also held a number of management roles.

Ms Atlas holds a Bachelor of Jurisprudence (Honours) and Bachelor of Laws (Honours) from the University of Western Australia and Masters of Laws from the University of Sydney.

Prior to Ms Atlas' appointment, the Company undertook independent checks relevant to her character, experience, education, criminal record and bankruptcy history, and concluded that it was appropriate to appoint Ms Atlas to the Board.

The Board, (with Ms Atlas absent) reviewed the performance of Ms Atlas in the seven months since her appointment and concluded that her extensive experience in highly customer-centric and regulated industries and her deep expertise in governance, risk and culture will further strengthen the Origin Board and complement the skills of the existing Directors.

Ms Atlas is considered an independent Director by the Board.

Directors' Recommendation

*The Board, with Ms Atlas abstaining, recommends that shareholders vote **IN FAVOUR** of her election.*

3 Election of Mr Mick McCormack, Independent Non-executive Director

Mr McCormack joined the Board of the Company in December 2020 and is a member of the Health, Safety and Envrionment (HSE) and Remuneration and People committees.

Mr McCormack is Chairman of Central Petroleum Limited and Non-executive Director of Austal Limited. He is also Chairman of the Australian Brandenburg Orchestra Foundation and a Director of the Clontarf Foundation.

Mr McCormack was previously Managing Director and CEO of APA Group (2004-2019) and has more than 36 years of experience in the energy and infrastructure sectors, including gas-fired and renewable energy power generation, gas processing, liquified natural gas and underground storage. Prior to joining APA in 2000, Mr McCormack held various senior management roles with AGL Energy.

Mr McCormack holds a Master of Business Administration from the University of Queensland, a Graduate Diploma of Engineering from Monash University, and a Bachelor of Applied Science from the University of Queensland.

Prior to Mr McCormack's appointment, the Company undertook independent checks relevant to his character, experience, education, criminal record and bankruptcy history, and concluded that it was appropriate to appoint Mr McCormack to the Board.

The Board (with Mr McCormack absent) reviewed the performance of Mr McCormack in the nine months since his appointment and concluded that his extensive knowledge of the Australian energy infrastructure sector and deep operational and strategic experience will further strengthen the Origin Board and complement the skills of the existing Directors.

Mr McCormack is considered an independent Director by the Board.

Directors' Recommendation

*The Board, with Mr McCormack abstaining, recommends that shareholders vote **IN FAVOUR** of his election.*

4 Election of Ms Joan Withers, Independent Non-executive Director

Ms Withers joined the Board of the Company in October 2020 and is a member of the Audit and Risk committees.

Ms Withers has spent over 25 years working in the media industry, holding CEO positions at both Fairfax NZ Ltd and The Radio Network, and she also has significant corporate governance experience.

Ms Withers is currently Chair of The Warehouse Group Ltd (since September 2016), Director of ANZ Bank New Zealand Ltd (since July 2013) and Sky Network TV Ltd (since September 2019). Ms Withers has previously held Chair positions at Auckland International Airport (1997-2013), Mercury NZ Ltd (2009-2019) and TVNZ (2015-2017). Ms Withers has also held directorships on the boards of some of New Zealand's largest companies including Meridian Energy Ltd and Tourism Holdings Ltd. Prior to her appointment as CEO of Fairfax NZ Ltd, Ms Withers was a Director on the Australian board of John Fairfax Holdings Ltd.

Ms Withers holds a Master of Business Administration from The University of Auckland.

Prior to Ms Withers' appointment, the Company undertook independent checks relevant to her character, experience, education, criminal record and bankruptcy history, and concluded that it was appropriate to appoint Ms Withers to the Board.

The Board (with Ms Withers absent) reviewed the performance of Ms Withers in the eleven months since her appointment and concluded that her extensive

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experience in highly customer–centric and disrupted industries and deep expertise in transformation will further strengthen the Origin Board and complement the skills of the existing Directors.

Ms Withers is considered an independent Director by the Board.

Directors' Recommendation

*The Board, with Ms Withers abstaining, recommends that shareholders vote **IN FAVOUR** of her election.*

5 Re-election of Mr Scott Perkins, Independent Non-executive Director

Mr Perkins joined the Board of the Company in September 2015 and was appointed Chairman in October 2020. Mr Perkins is Chairman of the Nomination Committee and a member of the Audit, Remuneration and People, HSE and Risk committees.

Mr Perkins is a Non–executive Director of Woolworths Limited (since September 2014) and Brambles Limited (since May 2015). He is Chairman of Sweet Louise (since 2005) and The New Zealand Initiative (since 2012). Mr Perkins was previously a Director of the Museum of Contemporary Art in Sydney (2011–2020) and a Non–executive Director of Meridian Energy (1999–2002).

Mr Perkins has extensive Australian and international experience as a leading corporate adviser. He was formerly Head of Corporate Finance for Deutsche Bank Australia and New Zealand and a member of the Executive Committee with overall responsibility for the Bank's activities in this region. Prior to that he was Chief Executive Officer of Deutsche Bank New Zealand and Deputy CEO of Bankers Trust New Zealand.

Mr Perkins has a longstanding commitment to breast cancer causes, the visual arts and public policy development.

Mr Perkins holds a Bachelor of Commerce and a Bachelor of Laws (Hons) from Auckland University.

The Board (with Mr Perkins absent) reviewed the performance of Mr Perkins. The review included consideration of his expertise, skill and experience, as well as his performance and contribution to the work of the Board over his term of office. The Board found that Mr Perkins had been a high–performing Director and continues to make valuable contributions to the Board.

The Board believes that through his extensive experience in corporate strategy, mergers, acquisitions and capital markets, Mr Perkins provides considerable strength and leadership to the Board and its deliberations generally, as well as the committees on which he serves.

Mr Perkins is considered an independent Director by the Board.

Directors' Recommendation

*The Board, with Mr Perkins abstaining, recommends that shareholders vote **IN FAVOUR** of his re-election.*

6 Re-election of Mr Steven Sargent, Independent Non-executive Director

Mr Sargent joined the Board in May 2015. He is Chairman of the Origin Energy Foundation, Chairman of the Remuneration and People Committee and a member of the HSE, Risk and Nomination committees.

Mr Sargent is Chairman of OFX Group Ltd (since November 2016) and Deputy Chairman of Nanosonics Ltd (since July 2016). Over recent years Mr Sargent has been a Non-executive Director of Veda Group Ltd (2015–2016).

Mr Sargent's executive career included 22 years at General Electric, where he led businesses across the USA, Europe and Asia Pacific. Mr Sargent was President and CEO of GE Mining, GE's global mining technology and services business. Prior to this he was President and CEO of GE Australia, NZ & PNG, where he had local responsibility for GE's Energy, Oil and Gas, Aviation, Healthcare and Financial Services businesses.

Mr Sargent holds a Bachelor of Business from Charles Sturt University and is a Fellow with the Australian Institute of Company Directors and a Fellow with the Australian Academy of Technological Sciences and Engineering.

The Board (with Mr Sargent absent) reviewed the performance of Mr Sargent. The review included consideration of his expertise, skill and experience as well as his performance and contribution to the work of the Board over his term of office. The Board believes that Mr Sargent's extensive operational and leadership capabilities, together with his global corporate perspective, further strengthens the Board and complements the skills of other Directors. Mr Sargent's deep understanding of the drivers of a customer–centric organisation and a strong and engaged organisational cultures provides significant contribution to the Board and the committees on which he serves.

Mr Sargent is considered an independent Director by the Board.

Directors' Recommendation

*The Board, with Mr Sargent abstaining, recommends that shareholders vote **IN FAVOUR** of his re-election.*

7 Adoption of Remuneration Report

In accordance with section 250R(2) of the *Corporations Act*, the Board is presenting the Company's Remuneration Report for the year ended 30 June 2021 to shareholders for consideration and adoption by a non-binding vote. The Remuneration Report was published on 19 August 2021 and is available on the Company's website (originenergy.com.au).

The Remuneration Report:

- explains the Board's policies in relation to the objectives and structure of Origin's remuneration system;
- discusses the relationship between the remuneration outcomes and the returns to shareholders;
- provides details of performance conditions, why they were chosen and how performance is measured against them;
- describes the governance framework of Origin's remuneration arrangements; and
- sets out the remuneration arrangements for each Director and each member of the KMP of the Company.

Shareholders will have a reasonable opportunity to ask questions and comment on the Remuneration Report at the meeting.

The vote on this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

Directors' Recommendation

*The Board recommends that shareholders vote **IN FAVOUR** of adopting the Remuneration Report.*

The *Corporations Act* prohibits certain persons from voting on this item of business. The voting exclusion statement relating to this item of business is set out on page 2 of the Notice of Meeting.

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8 Equity grants to Managing Director and Chief Executive Officer Mr Frank Calabria

Resolution 8 seeks shareholders' approval for the grant of 471,978 Share Rights to Mr Frank Calabria under Origin's Long Term Incentive Plan (Plan) arrangements:

8.1 Background

As set out in the Remuneration Report, the Company's Plan represents an important element of its remuneration, attraction and strategies for executives, including Mr Calabria, and is important in aligning the interests of executives and shareholders.

The basis of the grant is the same as was applied to long-term equity awards in November 2020, which, as set out in the Remuneration Report, reflected changes made to simplify the long-term equity incentives and provide greater emphasis on the long-term with longer deferral periods. It is also subject to a lowered opportunity level, reflecting lower volatility of outcomes, which is aimed at a steadier building of shareholdings by executives, including the Managing Director and Chief Executive Officer.

Mr Calabria's long-term incentive opportunity for FY2021 is $2,197,200, which represents 120% of his Fixed Remuneration at 30 June 2021. The number of Share Rights granted to Mr Calabria is calculated on the basis of face value, as detailed in section 8.6 below, and is divided into two approximately equal tranches as follows:

Performance Share Rights (PSRs)	Up to 235,989 PSRs vesting after 3 years subject to the achievement of a Relative Total Shareholder Return (RTSR) performance condition as described below. Vested shares are subject to a further holding lock of two years (as detailed in section 8.3).
Restricted Share Rights (RSRs)	Up to 235,989 RSRs with progressive vesting at 3, 4 and 5 years, conditional on underpinning reviews as described below. Shares vested at the 3rd and 4th year are subject to further holding locks of two years and one year respectively, such that all of the RSRs have a deferral period of 5 years (as detailed in section 8.3).

8.2 Why approval is being sought

Under Listing Rule 10.14, shareholder approval is required for the issue of securities to any Director under an employee incentive scheme.

The Company is seeking shareholder approval for the proposed grant of Share Rights to Mr Calabria under the Plan. The Company intends to source the shares allocated on vesting of the Share Rights through on-market purchases for which approval is not required under Listing Rule 10.14. Nevertheless, the Board's normal practice is to seek approval in the interests of transparency and good governance, and also to preserve flexibility for the Company to issue shares in the event that it is not in the Company's best interests to purchase shares on market at the relevant times in the future.

The Company's Non-executive Directors receive fixed fees and are not eligible to participate in any incentive scheme. As Managing Director and Chief Executive Officer, Mr Calabria is the only Director entitled to participate under the Long Term Incentive (LTI) scheme.

If Resolution 8 is not approved by shareholders, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Calabria.

8.3 Overview of long-term equity awards

Awards under the Plan are delivered in the form of Share Rights, each of which entitles Mr Calabria to receive a fully paid ordinary share in the Company upon vesting. Vesting is subject to the conditions set out below. On satisfying the conditions, the Share Rights convert to shares which are then subject to dealing restrictions. In the case of PSRs, restrictions are lifted two years after vesting, such that the overall deferral period is five years. In the case of RSRs, vesting is progressive at three, four and five years with all tranches subject to dealing restrictions which are lifted at the common deferral length of five years.

The Share Rights are granted to Mr Calabria at no cost as they represent part of his remuneration package.

PSRs

The PSRs are subject to, and vest according to, an external performance condition. The condition is RTSR, which measures the Company's Total Shareholder Return (TSR, share price appreciation and dividends) relative to a reference group of companies (assuming reinvestment of dividends) over a performance period of three years (FY2022, FY2023 and FY2024). The reference group is made up of the constituents of the S&P/ASX-50 index as it was constituted at the end of FY2021.

This condition has been chosen because it aligns executive reward with shareholder returns, and because it rewards only when the Company outperforms the index (it does not reward for general market uplifts). It has been chosen because it is an objective assessment of shareholder value, it is widely used and understood, readily measurable, and represents a group with which the Company competes for both shareholder investment and for executive talent. A broad-based index has been chosen because there is an insufficient number of operationally similar companies to comprise a 'selected' comparator group. The Board has the discretion to adjust the comparator group, including to take into account acquisitions, mergers or other relevant corporate actions or a delisting.

Share prices are determined on the basis of three-month volume-weighted average prices (VWAPs) ended on the start and end of the performance period. Vesting occurs only if Origin's TSR over the performance period ranks it higher than the 50th percentile (P50) of the reference group. Half of the PSRs vest if the Company's performance exceeds the 50th percentile, and all of the PSRs vest if Origin ranks at or above the 75th percentile (P75). Straight-line pro-rata vesting applies between these two points.

For any PSRs that vest at the end of the performance period, the resulting shares are subject to a further holding lock of a little over two years:

Grant date (PSRs)
October 2021
Base date (start of performance period)
1 July 2021
Test date (end of performance period)
30 June 2024
Lifting of holding lock
The second trading day after the release of the FY2026 full-year results in August 2026.
The shares are then further subject to any restrictions imposed under the Company's Minimum Shareholding Requirements.

RSRs

The RSR tranche complements the PSR tranche. Unlike the PSR tranche, which is subject to an external financial metric, the RSR tranche is expected to vest unless there are material adverse deviations in the underlying health and performance of the Company. While the reduction in LTI opportunity level offsets the increased probability of vesting, the Board is committed to a robust assessment of a

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holistic suite of performance indicators that define the underpins, to ensure that unwarranted vesting does not occur.

The core objective of the RSR tranche is to increase alignment between management and shareholders by more predictably building executive share ownership which, in turn, has been locked in through increased Minimum Shareholding Requirements (MSRs). Executives are therefore exposed to the share price and market performance in a steadier manner than has been associated with boom-or-bust vesting cycles.

The Board will determine the vesting outcome shortly before the vesting date by reference to a broad range of performance indicators that are expected to position the business for success, growth and sustainability. While the long-term share price performance will typically reflect the underlying health of the Company, the Board also considers, through these measures, whether there are any material reasons why vesting should not occur as expected. This process incorporates a formal Performance Review conducted by the full Board. The process includes taking feedback from: Chairs of the Health, Safety and Environment Committee; the Audit Committee and the Risk Committee; the internal auditor; the General Counsel and Executive General Manager Company Secretariat, Risk and Governance; and the Executive General Manager, People & Culture. The review considers any risk and reputation matters covering whistle-blowing, discrimination, bullying or harassment complaints; employee relations matters; and contribution to business strategy and overall performance with reference to the underpinning indicators.

The vesting process will consider a range of performance indicators summarised below and predominantly reflect those that will be presented (with outcomes and performance trend data) in the Performance Overview tables in the annual Sustainability Report (commencing with the 2021 publication). In addition, other indicators may be considered over time.

Area	Measures
Customers	Customer base, Green Energy customers
	Ombudsman complaint rate
	Net promoter scores (strategic, interaction and episodic)
	Reputation (RepTrak score)
	Customers successfully completed Power On Hardship program
Communities	Regional procurement spend, Indigenous supplier spend
	Foundation funds distributed
	Employee volunteering to support local communities
	Landholder/ community complaints
Planet	Emissions (Scope 1 and Scope 2), emissions intensity, total air and fugitive emissions
	Solar PV installations
	Proportion of coal seam gas water treated, proportion of Eraring ash recycled
	Level of renewables and storage (percentage of owned and contracted capacity)
	Environmental consequence incidents
People & Culture	**Health & Safety**
	Total recordable injury frequency rate
	Serious incidents, learning incidents
	Process safety incidents (Tier 1 and Tier 2)
	Diversity and Inclusion
	Female representation in executive and senior leadership positions
	Indigenous representation and Stretch Reconciliation Action Plan progress
	Employee engagement

Vesting decisions will be disclosed in the relevant remuneration reports, together with commentary on the rationale for those decisions in the context of performance across the totality of measures.

Grant date (RSRs)
October 2021
Review dates
30 June 2024, 30 June 2025 and 30 June 2026
Shortly after these dates the Board reviews performance (on an individual and collective basis) with reference to the underpinning indicators prior to confirming the vesting outcomes.
Vesting dates
Vesting is progressive, one-third of the award is eligible for vest, subject to each review above, on the second trading day after the release of, respectively, the FY2024, FY2025 and FY2026 full-year results.
Lifting of holding locks (2024 and 2025 vests)
The second trading day after the release of the FY2026 full year results in August 2026.
These are coincident with vesting of the final third, meaning that the entire grant is deferred until August 2026. The shares are then further subject also to any restrictions imposed under the Company's Minimum Shareholding Requirements.

8.4 Additional terms

The exercise price for the Share Rights is nil. Share Rights are exercised automatically on vesting and lapse immediately if they fail to vest as determined by the Board.

In extraordinary circumstances, the Board may determine to cash settle Share Rights.

Each Share Right entitles the holder to one ordinary share in the Company on vesting. In addition, upon vesting of the Share Rights, the participant will receive a dividend equivalent amount (as determined by the Board) in relation to the Share Rights that vest, delivered in the form of additional shares equal in value to the amount of dividends that would have been paid and re-invested had the participant held those vested shares during the period from the Share Rights grant date to the vesting date. The Board retains a discretion to make a cash equivalent payment to settle the dividend equivalent amount in lieu of an allocation of shares.

The Plan award opportunity levels are role-based maximum levels that reflect the capacity to influence long-term sustainable growth and performance. In Mr Calabria's case the maximum opportunity is 120% of his Fixed Remuneration and the minimum value is zero (for example, if the award is not made or if it is cancelled or forfeited).

The maximum value is represented by the present-day face value. The actual value of the award (assuming it vests) depends on the share price at the time of release, which cannot be determined in advance.

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The reference to Fixed Remuneration is to its value at 30 June immediately preceding the determination of the grant.

All Share Rights and shares allocated on vesting of the Share Rights are subject to malus and clawback provisions in accordance with the Equity Incentive Plan Rules. Malus and clawback provisions allow the Board to reduce or cancel awards, lapse unvested equity awards, reduce vesting, impose additional restrictions or to demand the return of shares or the realised cash value of those shares where the Board determines that the benefit obtained was inappropriate, for example, as a result of fraud, dishonesty or breach of employment obligations by the recipient or any employee of the Origin Group.

Following the release of the dealing restrictions, the shares will continue to be subject to restrictions in accordance with the Company's Dealing in Securities policy and MSR obligations.

If an employee ceases employment (whether via resignation or termination) prior to the relevant vesting date the Share Rights will be forfeited, unless the Board determines otherwise. Typically such cases are limited to death, disability, redundancy, or genuine retirement ('good leaver' circumstances).

In good leaver circumstances the Share Rights may be held 'on foot' subject to their original terms and conditions or dealt with in an appropriate manner as determined by the Board.

In good leaver circumstances, the dealing restriction on any shares will normally be left in place, but the Board may lift the restriction (in whole or part) where it deems appropriate (for example, in cases of death or terminal illness).

In all other circumstances where cessation occurs after Share Rights have vested, the dealing restriction will remain in effect except to the extent necessary to satisfy Employee Share Scheme tax liabilities associated with the shares subject to that dealing restriction, or as otherwise determined by the Board.

No loan from the Company is available on the issue of Share Rights or any other aspect under the proposed equity grant.

If a change of control[1] occurs prior to the vesting of the Share Rights or during the dealing restriction period, the Board may determine that all or a specified number of:

- the Share Rights vest; or
- the shares cease to be subject to dealing restrictions.

8.5 Dividends, trading and hedging

Share Rights do not carry voting rights and do not carry an entitlement to dividends. However, as noted in section 8.4, the number of shares delivered on the vesting of Share Rights will be adjusted by a dividend equivalent amount (as determined by the Board) in relation to the Share Rights that vest in the form of additional shares equal in value to the amount of dividends that would have been paid and re-invested had the participant held the vested shares during the period from the grant date through to the relevant Vesting Date. Shares allocated on vesting of Share Rights carry the same dividend and voting rights as other shares issued by the Company (including while they are subject to the dealing restriction period).

The Share Rights and shares subject to dealing restrictions are not transferable without the consent of the Board.

Hedging is prohibited in respect of unvested Share Rights or shares subject to dealing restrictions.

8.6 Effect of approval

Number of Share Rights

The total number of Share Rights to be awarded to Mr Calabria was calculated by taking the Long Term equity award Face Value ($2,197,200) and dividing it by the 30-day VWAP to 30 June 2021 ($4.6553), rounded to the nearest whole number. Accordingly, the maximum number of Shares Rights to be awarded is 471,978.

The number of RSRs is determined by taking half of the total number of Share Rights, rounded to the nearest whole number that is divisible by three, namely 235,989.

The number of PSRs is the total number of Share Rights less the number of RSRs, namely 235,989.

Under the Plan Rules, the Board has discretion to reduce the number of awards allocated.

Timing of issue

Subject to shareholder approval being obtained, it is intended that the Share Rights will be allocated to Mr Calabria shortly after the 2021 AGM.

8.7 Additional information required by the Listing Rules

Mr Calabria's maximum potential total remuneration package effective from 1 July 2021 is set out below.

Remuneration element	Maximum ($) FY2022
Fixed Remuneration (FR) inclusive of superannuation	1,880,000
Short Term Incentive opportunity awarded as 50% cash and 50% equity deferred for 2 years	3,139,600
Long Term Equity Plan, award face value awarded at 100% equity deferred for 5 years	2,256,000
Total Remuneration (TR) at maximum	7,275,600

The Company uses Share Rights because they create share price alignment between executives and shareholders but are subject to forfeiture and may be lapsed or reduced depending upon achievement against performance conditions and/or by the Board's reviews with regard to the underpinning indicators. In addition, executives will not receive the full benefit of the shares until the Share Rights vest.

Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this resolution is approved, and who were not named in the Notice of Meeting, will not participate until approval is obtained under that rule.

8.8 Issues of securities since the last approval by shareholders

As disclosed to the Australian Securities Exchange on 5 October 2020, the following securities were issued to Mr Calabria for nil consideration with respect to the financial year ended 30 June 2020:

- 183,416 PSRs (LTI Plan) allotted on 3 November 2020; and
- 183,414 RSRs (LTI Plan) allotted on 3 November 2020.

These securities are subject to a number of performance and/or service conditions as noted in the FY2021 Remuneration Report. If those conditions are satisfied and the

[1] Where there is a takeover bid for shares in the Company or other transaction, event or state of affairs that, in the Board's opinion, is likely to result in, or should otherwise be treated as, a change in the control of the Company.

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securities vest, the shares to satisfy the vesting of those securities will be purchased on market and allotted to Mr Calabria.

At the 2019 Annual General Meeting, shareholders approved the issue of the following securities to Mr Calabria for nil consideration with respect to the financial year ended 30 June 2019:

- 143,242 Restricted Shares; and
- 452,742 PSRs.

These securities were allotted to Mr Calabria on 16 October 2019 and are subject to a number of performance and service conditions as explained in the 2019 Notice of Meeting.

There have been no other securities issued to Directors or their associates since 3 November 2020 under the Long Term Incentive Plan.

Directors' Recommendation

*The Board, with Mr Calabria abstaining, recommends that shareholders vote **IN FAVOUR** of Resolution 8.*

The Listing Rules and the *Corporations Act* prohibit certain persons from voting on Resolution 8. A voting exclusion statement with regard to Resolution 8 is set out on page 2 of the Notice of Meeting.

9 Renewal of approval of potential termination benefits

Part 2D.2 of the *Corporations Act* restricts the benefits that can be given without shareholder approval to individuals who hold, or have held in the last three years, a managerial or executive office (as defined in the *Corporations Act*) on leaving employment with the Company or its related bodies corporate (the Group).

Under section 200B of the *Corporations Act*, the Company may only give a person a 'benefit' in connection with their ceasing to hold managerial or executive office in the Group if it is approved by shareholders or an exemption applies.

Approval is being sought in respect of any past, current or future key management personnel of the Company or persons who hold a managerial or executive office (as that term is defined in the *Corporations Act*) in the Group (a Relevant Executive).

At the Company's 2018 AGM, shareholders provided approval for potential termination benefits that may be paid or granted to Relevant Executives whose employment terminated in the three years following that AGM. This authorisation lapses at the end of the 2021 AGM. Shareholders are being requested to provide a further three–year approval (to the conclusion of the 2024 AGM).

9.1 Rationale for seeking approval

The approval sought is in relation to the Group's existing obligations to Relevant Executives, and to enable the Group to operate its remuneration programs to support the Company's strategy going forward. In particular, the approval will enable the Board to:

- deliver current Relevant Executives the benefits to which they are contractually entitled;
- attract and retain future Relevant Executives on market competitive terms; and
- allow Relevant Executives to be treated fairly on cessation of employment, having regard to their contribution to the Group and the circumstances in which they are ceasing employment.

Origin's remuneration system is focused on delivering shareholder value over the long term, as set out in its Remuneration Report. In line with the above, the overriding objective of the system is to attract and retain valuable staff while aligning the interests of executives and shareholders and, in particular, to provide rewards that support shareholder value creation.

The Company is conscious of the need to strike an appropriate balance between ensuring fair treatment of Relevant Executives on cessation of employment and avoiding excessive termination payouts. Careful consideration was given to this when setting the employment arrangements, remuneration, individual contractual entitlements, benefits and incentive plan treatments for Relevant Executives.

Shareholders are not being asked to approve any increase or changes to the existing remuneration arrangements and entitlements of Relevant Executives described in the Remuneration Report. If shareholder approval is obtained, this will not guarantee that a Relevant Executive will receive any of the termination benefits described below. Origin's purpose in seeking shareholder approval is to:

- facilitate the execution of Origin's remuneration policy and programs as outlined in the Remuneration Report; and
- preserve the discretion of the Origin Board to determine the most appropriate termination package for Relevant Executives at the time cessation occurs.

The Board's discretion to make a payment or give a benefit on termination is intended for 'good leaver' circumstances, including death, disability, bona fide redundancy, genuine retirement, or other circumstances where the Board considers it in the best interests of the Company to do so.

9.2 Approval is being sought for the following benefits or entitlements

The Company is seeking shareholder approval to pay benefits to Relevant Executives on termination, including to:

- accommodate the full range of leaver treatments provided for under the terms of incentive awards for Relevant Executives, some of which involve exercise of discretion by the Board and/or acceleration of vesting;
- pay any death and disablement benefits to which a Relevant Executive is contractually entitled upon cessation of their employment; and
- pay additional termination benefits to a Relevant Executive, including payments under an employment contract (such as payments in lieu of notice and redundancy payments) and other entitlements or benefits (such as leave benefits, insured benefits, superannuation and other forms of retirement savings, relocation costs, customary payments made in foreign jurisdictions, modest retirement gifts and the retention of Company property, such as phones).

Origin is committed to transparency in communicating its remuneration arrangements to shareholders. To enable shareholders to meaningfully assess whether to approve this resolution, the summary below outlines the key categories of potential termination benefits that may become payable to Relevant Executives.

9.3 Summary of Origin's leaving benefits

The summary is not intended to provide an exhaustive list of every benefit that could become payable to a Relevant Executive in every potential termination scenario. Part of the reason Origin is seeking shareholder approval is to preserve a degree of flexibility for the Board to tailor the termination arrangements for Relevant Executives having regard to the circumstances of the Relevant Executive's cessation of employment and within the parameters imposed by:

- Origin's remuneration philosophy and policy, as set out in the Remuneration Report;
- the Relevant Executive's employment contract;

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- the terms of any equity awards granted to the Relevant Executive under Origin's incentive plans; and
- prevailing market practice and governance expectations at the time the Relevant Executive ceases employment.

Contractual benefits

Employment contract benefits

Under their employment agreements, Relevant Executives may become entitled to payments in lieu of notice upon cessation of their employment, which are generally capped between six and twelve months' Fixed Remuneration depending on seniority.

In addition, in good leaver circumstances any new hire or retention awards may automatically vest, be released from a holding lock or remain on foot post–termination to be tested in the ordinary course, in which case the Board may impose other conditions it considers appropriate. The Board may apply its discretion to some or all of the awards on foot.

Redundancy payments

The Company has a long-standing general redundancy policy applicable to all Australian- based ongoing (permanent) employees. The policy provides for a severance benefit equivalent to three weeks' Fixed Remuneration per year of service (capped at 78 weeks). Depending on seniority and role, employment contracts may provide for a minimum severance payment between eight and 18 weeks. Benefits paid under the redundancy policy are generally exempt from the *Corporations Act* restrictions.

Occasionally it will be appropriate to provide a redundancy benefit which is not covered by the redundancy policy, for example a payment may be made outside the jurisdiction covered by the policy, or service may include legacy or jurisdictional arrangements that differ from the standard Origin Australian policy.

Leave, insurance, superannuation and other forms of retirement saving

On cessation of employment, Relevant Executives may be paid accrued leave, insurance, superannuation and other forms of retirement saving entitlements. These benefits would not generally be considered 'termination benefits' under the *Corporations Act* and no shareholder approval would normally be required to make these payments. However, to the extent that any of these benefits would constitute a termination payment under the *Corporations Act*, the approval sought will operate to allow for the provision of the benefit to Relevant Executives on cessation of employment.

Incentive plan entitlements

Generally, awards made to Relevant Executives under Origin's incentive plans will only vest or be paid to Relevant Executives in circumstances where the Relevant Executive remains employed until the end of the applicable performance period. However, the Board has discretion to waive this employment requirement in cases of death, disability, genuine retirement, redundancy or other circumstances (good leaver discretion).

For equity awards made under Origin's incentive plans, where the Board exercises this good leaver discretion, the Board may determine that equity held by the Relevant Executive automatically vests, or is released from a holding lock, or remains on foot post–termination and is tested in the ordinary course, in which case the Board may impose other conditions it considers appropriate. The Board may apply its discretion to some or all of the equity on foot. In addition, the Board may determine to make a cash payment in lieu of a grant of shares.

For cash awards made under Origin's incentive plans, where the Board exercises a good leaver discretion, the Board may accelerate payment of an amount of any unpaid cash component of an incentive award, on the basis of achievement or partial achievement, for the portion of the performance period worked, of the set performance hurdles.

Whether the Board exercises its discretion for a good leaver will depend upon the particular circumstances of the cessation of employment.

Termination for cause or resignation will generally result in the forfeiture of the entire Short–Term Incentive (STI) award for the year of termination and the forfeiture of all unvested LTI (options and/or performance rights) on cessation of employment.

Non-executive Directors' entitlements

Non-executive Directors, both of the Company itself and any of its subsidiaries, receive fixed fees for their service and do not participate in any incentive or retirement plans. The only circumstances under which they might receive a termination benefit of the type requiring shareholder approval relates to the payment of insured benefits by virtue of death or disability and other non-material incidental benefits.

9.4 The value of the potential termination benefits

The amount and value of the termination benefits that may be provided to a Relevant Executive in accordance with this approval cannot be ascertained in advance. This is because various matters will, or are likely to, affect that value, including:

- the circumstances in which the Relevant Executive ceases employment and the extent to which they served the applicable notice period;
- the Relevant Executive's Fixed Remuneration at the time the relevant awards were made and the time they cease employment;
- the Relevant Executive's length of service and the portion of any relevant performance periods for equity awards that have expired at the time they cease employment;
- the number of unvested equity entitlements that the Relevant Executive holds at the time they cease employment and the number that the Board determines to vest, lapse or leave on foot;
- Origin's share price when the value of any equity–based termination entitlements are determined, and the terms of those entitlements;
- any other factors the Board considers relevant when exercising its discretion, including, where appropriate, its assessment of the performance of the Relevant Executive up to the date of cessation;
- the jurisdiction and location in which the Relevant Executive is based at the time they cease employment and the applicable laws in that jurisdiction; and
- any changes in law between the date Origin enters into an employment agreement with a Relevant Executive and the date they cease employment.

If shareholder approval is obtained, the value of the benefits outlined in this resolution and Explanatory Notes will be disregarded when calculating the Relevant Executive's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the *Corporations Act*.

Directors' Recommendation

Because they have a personal interest in the subject of this resolution, the Directors have abstained from making a recommendation to shareholders in relation to this resolution.

The Listing Rules and the *Corporations Act* prohibit certain persons from voting on Resolution 9. A voting exclusion statement with regard to Resolution 9 is set out on page 3 of this Notice.

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10 Resolutions requisitioned by a group of shareholders

A group of shareholders holding approximately 0.016 per cent of the Company's ordinary shares has proposed Resolutions 10(a) to 10(d) under section 249N of the *Corporations Act* and also requested, pursuant to section 249P of the *Corporations Act*, that the statements set out in Attachment 1 to this notice be provided to shareholders.

A separate group of shareholders holding approximately 0.012 per cent of the Company's ordinary shares has proposed Resolutions 10(e) and 10(f) under section 249N of the *Corporations Act* and also requested pursuant to section 249P of the *Corporations Act* that the statements set out in Attachment 1 to this notice be provided to shareholders.

Resolution 10(a) seeks an amendment to the Company's constitution. Resolutions 10(b) to 10(f) are contingent advisory resolutions that will only be put to the AGM if 75 per cent or more of the votes cast on Resolution 10(a) are in favour.

Consistent with the Company's approach to inviting shareholder debate and feedback, it is the Board's intention to allow a reasonable opportunity at the AGM to take questions from shareholders on each of Resolutions 10(a) to 10(f), even if Resolutions 10(b) to 10(f) are not ultimately put to the meeting.

10(a) Amendment to the constitution

The members' statement in support of this resolution is set out in Attachment 1 of this Notice.

The Board's response

The Board respects the rights of shareholders to requisition a resolution that seeks to amend the Company's constitution. However, for the reasons set out below, the Board does not consider the requisitioned resolution to change the constitution to be necessary or in the best interests of the Company and recommends that shareholders vote against it.

This resolution proposes to insert a new provision in the Company's constitution that would enable shareholders, by ordinary resolution, to express an opinion, ask for information or make a request about the way in which the management of the business and affairs of the Company has been or should be exercised.

The Board firmly supports engagement with Origin shareholders and stakeholders, and Origin has in place a number of avenues available to these parties to express their opinions about the management of the Company. Notably, shareholders can participate, express an opinion and ask questions at general meetings of the Company, or submit questions in advance of the meeting where they are unable to participate. Webcasts of AGMs are available on the Origin website, along with copies of other investor briefings and presentations by the Chief Executive Officer.

Origin has dedicated functions to facilitate effective two-way communication with investors and other stakeholders. Origin regularly and constructively engages with its shareholders and wider stakeholder groups to understand how Origin's operations and activities impact them. Through this process, Origin receives feedback on its strategies, affairs and outlook. This feedback has provided, and will continue to provide, Origin with the flexibility and agility to adjust both its strategy and its external reporting of that strategy and operations in response to the prevailing expectations of its shareholders and stakeholders.

The form and content of Origin's sustainability disclosures, including its Sustainability Report and investor briefings, continue to evolve to reflect stakeholder expectations and interests.

In summary, the Company has extensive dialogue and interaction with shareholders and stakeholders and considers their views in the preparation of its strategy and plans. The Directors therefore do not believe that the amendment contemplated by this resolution is required for shareholders to be heard and to express opinions about the management of the Company. Creating a constitutionally entrenched power to "express an opinion" or "make a request" on the exercise of powers vested in the Directors would allow groups of shareholders to use the general meeting process for philosophical or ideological purposes and may not advance the interests of shareholders as a whole. Interest and advocacy groups already have many other avenues through which to engage with the Company that are a more appropriate use of time and resources of all shareholders – and engagement is encouraged.

Where the Directors consider it is in the interest of shareholders as a whole for an advisory vote to be sought, then Origin welcomes this engagement as evidenced by its intention to adopt a non-binding advisory vote on Origin's climate change reporting at the 2022 AGM.

The power to manage the business of the Company is conferred upon the Board by the constitution. It is important that the Directors are able to make decisions using their judgement about the business and affairs of the Company in the interests of shareholders as a whole and having regard to Origin's overall strategy. Shareholders have the ability to hold Directors to account for their decisions and actions by voting on the appointment and removal of Directors.

Having regard to these reasons, the Directors recommend that shareholders vote against this proposed resolution.

Directors' Recommendation

*The Board recommends that shareholders vote **AGAINST** this resolution.*

*The Chairman intends to vote undirected proxies **AGAINST** this resolution.*

10(b) Water

Resolution 10(b) is an "advisory resolution" and will only be presented to the meeting for consideration if Resolution 10(a) is passed by special resolution. If Resolution 10(a) is not passed, this item will not be put to the meeting. However, as noted above, the Company intends to allow a reasonable opportunity at the AGM for shareholders to ask questions relating to this subject matter.

The members' statement in support of this resolution is set out in Attachment 1 of this Notice.

The Board's response

Origin recognises the importance of water resources to Native Title holders and local Aboriginal people. However, for the reasons set out below, the Board does not endorse the resolution and recommends that shareholders vote against this resolution.

Water monitoring

Origin has in place a number of controls to protect water resources including groundwater monitoring. Origin commenced a program of regional groundwater monitoring in the Beetaloo in 2014, before its exploration activities in the area commenced. This monitoring supports a body of independent baseline data that already exists and is being further expanded upon.[1]

Groundwater monitoring allows Origin to detect any potential underground impacts

[1] Northern Territory Government is progressing a regional groundwater baseline collection program (Strategic Regional Environmental Baseline Assessment or SREBA) prior to onshore gas production occurring. CSIRO's Gas Industry Social & Environmental Research Alliance (GISERA) undertook a groundwater baseline study of available regional data.(https://gisera.csiro.au/wp-content/uploads/2019/09/GISERA-W16-Task-4-Report_.pdf) Commonwealth Geological and Bioregional Assessment (GBA) program also compiled a study of baseline conditions in the Beetaloo Sub-basin (https://www.bioregionalassessments.gov.au/assessments/geological-and-bioregional-assessment-program/beetaloo-gba-region)

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in the unlikely event it occurs from exploration activities. It also improves understanding of the natural variability of water volumes and quality, and the broader hydrogeological system in the Beetaloo Sub-basin.

Origin complies with Section B.4.17 of the Code of Practice: Onshore Petroleum Activities in the Northern Territory, which requires that dedicated groundwater monitoring bores are installed prior to an exploration well being hydraulically fractured. An important part of the fracture stimulation process is monitoring water levels and water quality before, during and after each fracking stage is completed. During fracture stimulation undertaken in the Beetaloo in late 2020, two water monitoring bores located 20 metres from the Kyalla well allowed for continuous automated monitoring and were verified by daily manual sampling of the two limestone aquifers in the area. These compliance monitoring bores provided specific assurance while fracking activity took place, further complementing regional groundwater monitoring. This monitoring did not detect any impacts on water level or water quality during the hydraulic fracture stimulation process. All data is made publicly available on the Northern Territory Government website.[1]

Above ground, a range of physical barriers, controls and monitoring practices are applied on site during operations to prevent spills to surrounding land or waterways. These form part of Origin's Environmental Management Plans (EMPs), approved by the Northern Territory Government.

Sacred sites

Origin's activities comply with the legislative requirements designed to avoid impact on sacred sites (including water). Prior to commencing work, all of Origin's exploration activities have been cleared through the sacred site avoidance and clearance survey process by Native Title holders and custodians at every proposed work location. The proposed work is then certified by the Aboriginal Areas Protection Authority (AAPA) under the *Northern Territory Aboriginal Sacred Sites Act*. In certifying, AAPA must be satisfied that the relevant Native Title holders and custodians are consulted.

In AAPA's submission to the Joint Standing Committee on the Northern Australia Inquiry into the Destruction of 46,000 Year Old Caves at the Juukan Gorge in the Pilbara Region of Western Australia, AAPA defines sacred sites as being both above and below the ground:

Sacred sites can exist on land and in both freshwater and marine environments. They are typically landscape features such as hills, rocks, trees, plains, reefs or water places such as rivers, soaks and springs, and they extend to include any subsurface features of these places. Sacred sites are enlivened by the traditional narratives of Aboriginal people that give meaning to such places. As such, sacred site areas are associated with a corpus of intangible cultural heritage associated with oral traditions, ritual, language, Aboriginal knowledge and social and economic practices. They may hold significant bio-cultural and biodiversity values that are also likely to be significant in Aboriginal tradition. They are typically not discernible to people who are not versed in local law and custom.

Further, the Northern Land Council (NLC) facilitates ongoing consultation and engagement with Traditional Owners who are Native Title holders and who speak for the areas where our exploration activities, including wells, are located.

Given Origin's current practices (including groundwater monitoring programs), existing arrangements and ongoing support from our Native Title holders, the Board considers the proposed resolution neither necessary, nor in the best interest of shareholders.

Directors' Recommendation

*The Board recommends that shareholders vote **AGAINST** this resolution.*

*The Chairman intends to vote undirected proxies **AGAINST** this resolution.*

10(c) Cultural heritage

Resolution 10(c) is an "advisory resolution" and will only be presented to the meeting for consideration if Resolution 10(a) is passed by special resolution. If Resolution 10(c) is not passed, this item will not be put to the meeting. However, as noted above, the Company intends to allow a reasonable opportunity at the AGM for shareholders to ask questions related to this subject matter.

The members' statement in support of this resolution is set out in Attachment 1 of this Notice.

The Board's response

Origin is committed to protecting sacred sites in the Beetaloo Basin and implements the Exploration Agreements it holds with Native Title holders alongside compliance with sacred site protection legislation.

Origin's approach to sacred sites is avoidance of impact, which is supported by Northern Territory legislation. This can be contrasted with the Western Australia's Aboriginal Heritage Act that as at the date of this report provides for an approval to impact.

Northern Territory Scientific Inquiry

The Northern Territory Scientific Inquiry into Hydraulic Fracturing of Onshore Unconventional Reservoirs Final Report (NT Scientific Inquiry) states that:

"Two Commonwealth Acts, the Native Title Act and the Aboriginal Land Rights Act, with complementary Northern Territory legislation, the Northern Territory Aboriginal Sacred Sites Act 1989 (NT) (Sacred Sites Act) as well as the Environmental Assessment Act 1982 (NT) and the Heritage Act, establish a legal framework that enables Aboriginal people to maintain cultural traditions, including, but not limited to, protecting sacred sites from the adverse impacts of resource development."[2]

The NT Scientific Inquiry concluded that, quite separate from the *Native Title Act* and the *Aboriginal Land Rights Act,* the:

"Sacred Sites Act has been designed with the express purpose of protecting sacred sites on a case-by-base basis, and the issuing of an Authority Certificate provides certainty that:

- *the 'custodians' for the site have been consulted;*
- *impacts to sacred sites have been considered independently from any other matters that are dealt with in native title agreement; and*
- *Aboriginal Areas Protection Authority is able to enforce the conditions of the Authority Certificate."* [3]

In addition to meeting commitments under our Exploration Agreements, all exploration activity is subject to an AAPA certificate. AAPA certification is a prerequisite for an Environmental Management Plan being approved by the Northern Territory Minister for Environment.

All of Origin's activity to date has been cleared by Native Title holders following a sacred site avoidance and clearance survey and certified by the AAPA. The combination of both the contractual and legislated protection measures mean that Native Title holders are active participants in deciding wellsite locations, so that sacred sites and objects are avoided and protected.

The Northern Territory Government's Scientific Inquiry into Hydraulic Fracturing Implementation Plan outlines how the NT Scientific Inquiry recommendations and activities will be sequenced as industry develops.

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1 https://depws.nt.gov.au/onshore-gas/onshore-gas-in-the-northern-territory/industry-compliance-and-reporting/groundwater-monitoring-results
2 Page 272 of the Northern Territory Scientific Inquiry into Hydraulic Fracturing of Onshore Unconventional Reservoirs Final Report dated April 2018.
3 Page 280 of the Northern Territory Scientific Inquiry into Hydraulic Fracturing of Onshore Unconventional Reservoirs Final Report dated April 2018.

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For example, NT Scientific Inquiry Recommendation 11.2 has been fully implemented. It requires that the AAPA:

- *be provided with a copy of any application to conduct hydraulic fracturing for onshore shale gas under petroleum environment legislation at an early stage of the assessment and approval process;*
- *be given an adequate opportunity to explain the application to custodians; and*
- *be given an adequate opportunity to comment on the application and have those comments considered by the decision-maker."*[1]

By contrast, NT Scientific Inquiry recommendation 11.8 must be implemented prior to a future production scenario. It requires that *"a comprehensive assessment of the cultural impacts of any onshore shale gas industry must be completed prior to the grant of any production approvals".*[2]

The cultural assessment must:

- be designed in consultation with land councils and AAPA;
- engage traditional Aboriginal owners, native title holders and the affected Aboriginal communities, and be conducted in accordance with world-leading practice; and
- be resourced by the gas industry.

Progress on the implementation of all NT Scientific Inquiry recommendations is publicly available at the Northern Territory Government website.[3]

Engagement with Native Title holders

Origin continues to work with the NLC and Native Title holders to ensure sacred sites are protected during exploration activity. Native Title holders are consulted on and approve potential wellsite locations and associated infrastructure as part of this process.

Under our Exploration Agreements, prior to undertaking any activity, work programs are shared with Native Title holders. Native Title holders can choose (and have done so in every case so far) to undertake a sacred site clearance and avoidance survey to understand what work is proposed and where it is located. The purpose of the survey is to allow Native Title holders to be part of decision-making about where activity can or can't take place so the work proposed will have no impact on sacred sites or objects.

AAPA reviews detailed anthropological work arising from sacred site clearance and avoidance surveys to assess compliance with the *Northern Territory Sacred Sites Act* and to decide whether the right people have been consulted in the manner required by the legislation, that is both Native Title holders as well as relevant cultural custodians. If AAPA considers that additional consultation is required, this would need to be undertaken prior to any certificate being issued.

The proposed work is then certified by the AAPA via an Authority Certificate. An Authority Certificate protects sacred sites and cultural heritage by setting out the conditions for using or carrying out proposed works. AAPA issues an Authority Certificate when it is satisfied that the use of, or work on, the area in question can proceed without there being a substantive risk of damage to, or interference with, a sacred site on or in the vicinity of the area.

Importantly, if proposed exploration activity is not cleared and certified by the AAPA, work cannot proceed.

All of Origin's exploration activity has been cleared in advance by the sacred site avoidance and clearance survey process, and certified by AAPA in compliance with the *Northern Territory Aboriginal Sacred Sites Act*.

Accordingly, the Board does not consider that this resolution is necessary and recommends that shareholders vote against this resolution.

Directors' Recommendation

*The Board recommends that shareholders vote **AGAINST** this resolution.*

*The Chairman intends to vote undirected proxies **AGAINST** this resolution.*

10(d) Consent

Resolution 10(d) is an "advisory resolution" and will only be presented to the meeting for consideration if Resolution 10(a) is passed by special resolution. If Resolution 10(a) is not passed, this item will not be put to the meeting. However, as noted above, the Company intends to allow a reasonable opportunity at the AGM for shareholders to ask questions in relation to this subject matter.

The members' statement in support of this resolution is set out in Attachment 1 of this Notice.

The Board's response

The Federal Court of Australia has made Native Title determinations over the entire Beetaloo Exploration Project area. The Federal Court determinations set out the Native Title holders, decision makers and the decision-making process for those areas in accordance with the *Native Title Act 1993*.

Native Title holders are those people referred to in the Federal Court determinations who have both the legal and traditional rights to make decisions for those areas. This is distinct from Traditional Owners, who may have decision-making authority under traditional law to their respective Country, but not with regards to the project area.

Information about the consent to exploration activity is available to the Native Title holders and claimants who executed the exploration agreements and the NLC as the nominated representative. As parties to these agreements, Native Title holders and claimants and the NLC decided that the terms of these agreements are otherwise confidential. This is consistent with common practice.

Origin carried out a due diligence process prior to acquiring its interest in the permits to establish that consent to the exploration activities was given by the Native Title holders and claimants. Origin's predecessors negotiated the terms of the agreements and the NLC was a signatory to the agreements. Origin received the necessary consent of the NLC, as the statutory representative body of the Native Title holders and claimants, before taking assignment of the agreements, and Origin seeks to apply the principles of free, prior and informed consent (FPIC) across all current and future engagement with Native Title holders. Origin applies the definition of FPIC set out in the International Finance Corporation Performance Standard 7 (IFC PS7), which is now also reflected in the Equator Principles.

The principles of FPIC include continual and transparent sharing of information and consultation. For exploration activity, all applications for regulatory approval are shared with the Native Title holders through the NLC. In the case of the most substantive regulatory approvals, the Environmental Management Plans, the NLC has the opportunity to review and comment on the draft prior to formal lodgement.

All work programs are shared with Native Title holders in advance of the proposed commencement of that work activity, providing an opportunity for Native Title holders to review the work program and initiate a sacred site avoidance and clearance survey. Origin's exploration work can only proceed once it has been cleared by Native Title holders and must comply with any conditions set by them. Origin meets formally with Native Title holders on an annual work program basis to detail current and planned exploration activity

[1] See page 283 of the Northern Territory Scientific Inquiry into Hydraulic Fracturing of Onshore Unconventional Reservoirs Final Report dated April 2018.
[2] See Page 293 of the Northern Territory Scientific Inquiry into Hydraulic Fracturing of Onshore Unconventional Reservoirs Final Report dated April 2018.
[3] https://hydraulicfracturing.nt.gov.au/about/governance/independent-oversight

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and answer any questions or concerns that may arise. Native Title holders are also invited to site to view and inspect activity.

Origin's continued engagement with Native Title holders and the NLC affirms Origin has the ongoing support of Native Title holders for areas where our exploration activity has occurred. Origin has published a report on our Beetaloo Native Title Holder Engagement,[1] which sets out the Company's practices for engagement. This report is available on Origin's website.

If the project progresses beyond exploration, Origin will seek to negotiate a production agreement in the form of an Indigenous Land Use Agreement (ILUA), prior to the commencement of production.

Therefore, given Origin's current practices, existing arrangements and ongoing support from our host Traditional Owners, the Board considers the proposed resolution neither necessary, nor beneficial.

Directors' Recommendation

*The Board recommends that shareholders vote **AGAINST** this resolution.*

*The Chairman intends to vote undirected proxies **AGAINST** this resolution.*

10(e) Climate-related lobbying

Resolution 10(e) is an "advisory resolution" and will only be presented to the meeting for consideration if Resolution 10(a) is passed by special resolution. If Resolution 10(a) is not passed, this item will not be put to the meeting. However, as noted above, the Company intends to allow a reasonable opportunity at the AGM for shareholders to ask questions in relation to this subject matter.

The members' statement in support of this resolution is set out in Attachment 1 of this Notice.

The Board's response

The Board does not endorse the resolution and recommends that shareholders vote against this resolution for the reasons set out below.

Approach to industry associations

Origin's position on industry association memberships is stated on our website. Origin also discloses key association memberships and the aggregate spend on industry association memberships. Each of these associations is different, representing different companies and industries, and engages on a wide variety of topics in addition to climate change and energy. Origin's involvement with each association is also different, depending on the core industries they represent. Origin undertakes an annual review of its industry and association memberships and their formal climate change policies and this is published on the Company's website.[2]

Origin's membership of any industry association is governed by a set of principles, which include that:

- Origin will exit any industry association that has a formal policy of climate change denial or actively and consistently promotes anti climate change messages or lobbies against the goals of the Paris Agreement; and
- Origin will exit any industry association that consistently promotes or denigrates a specific political party or attempts to direct members' votes to or away from a specific political party in any local, state or federal election.

Membership of industry associations is an important part of stakeholder engagement and provides an opportunity for Origin to better understand a diverse range of external views, share best practice andcontribute our perspectives and experiences.

We get significant benefit from membership of industry associations, including the sharing of safety and environmental practices, insights on industry trends and technology and enhancing Origin's ability to advocate for sound public policy.

Paris Agreement

Origin acknowledges that at times there may be differing views among industry associations (stated publicly or otherwise) on the actions required to move to a low carbon future and steps required to achieve the Paris Agreement objective of limiting global warming to 1.5 degrees.

Origin may remain a member of an industry association with which there is not complete alignment with the Paris Agreement on the basis that through advocacy we can make Origin's position known and ultimately influence an industry association and its members. It is through dialogue and lobbying within the relevant industry association that Origin, and other likeminded members, can shift the view of the relevant industry association. The revised climate change policy adopted by the Business Council of Australia and Australian Petroleum Production and Exploration Association demonstrates the clear benefit of lobbying from within for change.

Origin understands that the advocacy positions the Company takes on climate change and energy policy, and involvement in industry associations, are important to shareholders and other stakeholders. We actively engage with state and federal governments and oppositions, regulatory bodies, industry experts and non-government organisations to help shape Australia's energy future and make formal submissions in Australia on climate change and energy policy where appropriate, to influence sound policy outcomes and provide clarity on our specific policy positions.

Given Origin's clear policy position, transparent reporting practices and existing control measures, the Board considers the proposed resolution is not in the best interests of shareholders.

Directors' Recommendation

*The Board recommends that shareholders vote **AGAINST** this resolution.*

*The Chairman intends to vote undirected proxies **AGAINST** this resolution.*

10(f) Paris-aligned capital expenditure

Resolution 10(f) is an "advisory resolution" and will only be presented to the meeting for consideration if Resolution 10(a) is passed by special resolution. If Resolution 10(a) is not passed, this item will not be put to the meeting. However, as noted above, the Company intends to allow a reasonable opportunity at the AGM for shareholders to ask questions in relation to this subject matter.

The members' statement in support of this resolution is set out in Attachment 1 of this Notice.

The Board's response

The Board does not endorse the resolution and recommends that shareholders vote against this resolution for the reasons set out below:

As a leading Australian energy company, Origin has long advocated for clear government policies to support Australia's transition to a low-carbon economy and to give industry the confidence to invest in projects and technologies that assist in achieving the Paris Agreement objectives. Origin supports the Paris Agreement and measures to progressively reduce global emissions, including the aim to limit the world's temperature increase to 1.5°C above pre-industrial levels.

Investment and capital expenditure decisions are made within a governance framework so that investments are consistent with Origin's strategy, meet certain investment hurdles and are aligned with Origin's purpose. Origin's existing

[1] The report is available here https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/beetaloo_native_title_holder_engagement_report_2021.pdf

[2] The report is available here https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/origin_industry_association_review_final.pdf

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operations require capital expenditure to ensure they continue to play their part in providing safe, reliable and affordable energy, and meet regulatory commitments. Origin continues to allocate growth capital to digital and low carbon customer solutions. All major Origin capital expenditure and investment decisions are subject to a formal review and approval process, which is overseen by the Origin Investment Committee (OIC). The OIC is comprised of Origin's executive leadership team, which assesses material investments, including against a range of climate-related scenarios.

Origin is progressing work on updating our existing emissions reduction targets consistent with a 1.5°C pathway, and we aim to be net zero by 2050 for our Scope 1 and 2 emissions. Origin continues to review our capital allocation governance framework as part of updating our emissions reduction targets.

As mentioned in connection with the explanatory statement for Resolution 10(a), Origin intends to submit its climate reporting to a non-binding advisory vote of shareholders at the 2022 Annual General Meeting. The non-binding, advisory vote will complement the continuing conversations Origin is having with shareholders and stakeholders about the risks and opportunities climate change presents for the business and the decarbonisation pathway for achieving the Company's commitments. Therefore, the Board considers this resolution neither necessary, nor beneficial.

Directors' Recommendation

*The Board recommends that shareholders vote **AGAINST** this resolution.*

*The Chairman intends to vote undirected proxies **AGAINST** this resolution*

Attachment 1

Shareholder Statement to Resolution 10(a)

Shareholder resolutions are a healthy part of corporate democracy in many jurisdictions. For example, in the UK shareholders can consider resolutions seeking to explicitly direct the conduct of the board. In the US, New Zealand and Canada shareholders can consider resolutions seeking to advise their board as to how it should act. As a matter of practice, typically, unless the board permits it, Australian shareholders do not enjoy the same rights as their UK, US, New Zealand or Canadian counterparts in this respect.

A board of Directors is a steward for shareholders and accountability for the discharge of that stewardship is essential to long-term corporate prosperity.

In some situations the appropriate course of action for shareholders dissatisfied with the conduct or performance of the board is to seek to remove directors individually. However, in many situations a better course of action is to formally and publicly allow shareholders the opportunity at shareholder meetings such as the AGM to alert board members that the shareholders seek more information or favour a particular approach to corporate policy.

The Constitution of Origin Energy is currently not conducive to the right of shareholders to place advisory resolutions on the agenda of a shareholder meeting. This is contrary to the long-term interests of Origin Energy, the board and all shareholders.

Passage of this resolution will simply put our company in a similar position regarding shareholder resolutions as any listed company in the UK, US, Canada or New Zealand.

We encourage shareholders to vote in favour of this resolution.

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Shareholder Statement to Resolution 10(b)

Country's water is the blood that flows through our body, and it is already poisoned. We need money to clean the water many NT communities are forced to drink, not fracking that will poison us even more.

No one should have to fight so hard for the most basic of rights - access to clean water.

It is not your water, it is our water. And it has been, since the beginning of the time. Please have respect. We respect you, please respect our country.

You're walking around today with water in your body, without water we'll all die. When we say no fracking, you need to listen to us. It's better for all of our families - yours too. We drink the same water. Please listen. Protect the country. Protect the water for your kids and ours.

Without water we'll die and you'll die. We can't be here without water, because water is life.

We have got to protect the water, trees, the animals because we live off the animals and we live off the land. We don't want to see our rivers and water poisoned.

We don't want mining corporations destroying our land, water and way of life. We want to be able to fish and hunt and gather our bush tucker and medicine now and for all generations to come.

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Shareholder Statement – Resolution 10(c)

This land is our spirit, our soul line, our ceremony and our life. It's our identity.

No one knows this country like we do. We know where the water runs. We have maps in our head that were given to us by our parents. Our parents got that from their parents, and their parents before that.

On this land we've got our great, great, great , great grandparents buried.

Bringing in more mining and drilling on our land isn't good for us. It's going to push us away from our land and allows mining companies to do whatever they want.

We are concerned about the damage to our water, our country, our dreaming and our songlines. This damage would be irreversible. We cannot let what happened at Juukan Gorge happen anywhere else.

When you frack our country, you frack our law that holds the land, family, language and culture together.

So we are fighting for our country - because we love our country.

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Shareholder Statement - Resolution 10(d)

Our connections to country have been established and proven time and time again by the white man's law. We hold Native Title and Land Rights - a system that is meant to protect and enforce our rights. These have been denied to us.

For years, we have been told lies by the gas and oil corporations. That there would be no damage to the country or poison in our waters. These companies won't even answer the most basic of questions - where they plan to drill or how many wells they want to build.

These gas corporations lack any respect for us as Traditional Owners. They have failed to follow proper process in consultation with us, failed to acquire consent, failed to provide transparency in their dealings with us, and have systematically excluded our voices from the decision-making process for activities on our Country.

If they have big concerns, they can come to us, sit down and talk about it. We're giving them advice and information about where they can go.

We're tired of them ignoring us. If they are looking all the time for the rightful traditional owner to make the local decisions, but it didn't come from the rightful Traditional Owners.

We don't have the same resources as these corporations. The system is already set up against us.

Some of our old people don't understand what fracking would bring to them. They bring a paper and tell them to sign and we'll give you money. That's all they do - because some of the old people don't speak english. They don't read or write, they never went to school.

We're going to stand our ground, we're gonna stop people splitting us up. We refuse to be lied to anymore.

We don't want no mining - no fracking. We want money to spend on our own things without people telling us what to do.

We don't want fracking to happen. We don't want mining to happen in our land. We want to protect it for generations, our young kids coming up. They want to live too. Like you.

We stand up together against fracking, we help each other. And the fight is strong, we are very strong. And we are telling you not to frack down our country.

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Shareholder Statement - Resolution 10(e)

ACCR supports our company's commitment to the goals of the Paris Agreement and its intention to develop "more ambitious emissions reduction targets consistent with a 1.5-degree pathway".[3]

The International Energy Agency's recently published report, 'Net zero by 2050'[4] concluded that no new coal, gas or oil developments could proceed beyond this year, in order to limit global warming to 1.5°C.

Many of our company's industry associations have repeatedly sought to exploit the COVID-19 pandemic to further entrench fossil fuels in Australia's economy and further delay the energy transition.

This resolution seeks to ensure that the advocacy of our company's industry associations is consistent with its commitment to limit warming to 1.5°C and the long-term interests of shareholders.

2021 industry association review

In August 2021, our company published its third industry association review.[5] The review is fundamentally flawed, as it assessed "formal written policies" and public statements "in relation to climate change and alignment to the goals of the Paris Agreement".[6] Advocacy relating to new or expanded coal and gas projects, climate, energy and transport policy was not assessed. In short, if an industry association states that it supports the Paris Agreement, then it was considered "aligned".

Transparency of industry associations alone is not enough. If it is genuinely committed to limiting warming to 1.5°C, our company must curtail advocacy that promotes fossil fuel expansion. According to Fiona Reynolds, the CEO of Principles for Responsible Investment (PRI):

'It's time to confront negative climate lobbying from every link in the chain, from the funding by corporates to the lobbying organisation and ultimately to the closed-door undermining of climate action."[7]

In March 2021, the Climate Action 100+ initiative published its first Net-Zero Company Benchmark. Our company only partially met its assessment of climate policy engagement, as it has not made an explicit commitment that it (and its industry associations) "lobby in line with the goals of the Paris Agreement".[8]

Australia's lack of climate policy

In February 2021, Bloomberg ranked Australia's climate policies as the weakest of the largest developed economies.[9] In June 2021, Australia received the lowest score awarded to any of the 193 UN member states for climate action.[10] Australia's commitment to reduce emissions by 26-28% by 2030 (from 2005 levels) has been deemed inadequate by a range of experts.[11] Australian government forecasts suggest that emissions will decline by just 22% by 2030.[12]

ACCR has engaged our company on the issue of climate-related lobbying for more than three years. Despite improved transparency of our company's governance of industry associations, UK think tank InfluenceMap rates our company's climate policy footprint 'C', (scale A-F), suggesting it has a very mixed record on climate and energy policy in Australia.[13]

Our company remains a member of at least four industry associations with climate lobbying practices that are misaligned with the Paris Agreement (ranked D or below) and one with strongly misaligned climate lobbying practices (ranked F):[14]

Industry Association	InfluenceMap rating
Australian Industry Greenhouse Network (AIGN)	D
Australian Petroleum Production and Exploration Association (APPEA)	E+
Australian Pipelines and Gas Association (APGA)	D+
Gas Energy Australia	D+
Queensland Resources Council (QRC)	F

The impact of these industry associations' recent advocacy on Australia's climate and energy policy has been overwhelmingly negative.

Gas-fired recovery

In September 2020, the Australian Government announced it would pursue a "gas-fired recovery" from the pandemic, by incentivising the development of multiple new gas basins.[15] The Australian Government has subsequently announced substantial subsidies for the gas industry in the last 12 months. Many of those subsidies will directly benefit our company, particularly its Beetaloo Basin exploration project.[16]

Throughout 2020-21, APPEA actively lobbied for a "gas-fired recovery", through a series of reports[17] and media engagements that encouraged fast-tracking the development of multiple new gas basins.

In its 2020 annual report, APPEA listed the following achievements:[18]

- "Advocated successfully for natural gas to be recognised as a critical fuel for many decades to come... including by the Australian Government as a part of its post-COVID-19 pandemic economic recovery plan."
- "Advocated on the role of natural gas in reducing global greenhouse gas emissions and for this to be recognised as part of Australia's efforts to address climate change... This is now a core part of the Australian Government's narrative on the role of the industry."

APPEA's exploitation of the pandemic to expand gas extraction can only be described as predatory, and is completely at odds with the emissions reductions required in a 1.5°C pathway.

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Other misaligned advocacy

Like APPEA, APGA[19] and Gas Energy Australia[20] have consistently promoted the long-term use of fossil gas in Australia's energy mix. In a jointly published report in late 2020, APGA, APPEA and Gas Energy Australia argued for fossil hydrogen to be introduced into gas networks, and opposed electrification of domestic cooking and heating.[21] The Australian Government subsequently announced significant subsidies for fossil hydrogen development.[22]

APPEA also lobbied for changes to the Australian Renewable Energy Agency (ARENA) to allow it to invest in carbon capture and storage (CCS) in order to enable fossil hydrogen.[23]

Despite our company suspending its membership of the QRC in October 2020,[24] it appears to have rejoined following minor policy changes. Prior to[25] and following[26] the Queensland state election in October 2020, the QRC lobbied for further coal and gas exploration and the fast-tracking of new and expanded coal and gas projects. This advocacy was framed in terms of recovery from the pandemic. In April 2021, the Queensland Government launched its 'Resources Industry Development Plan',[27] delivering many of the QRC's demands.

Our company has had several years to affect change within its industry associations with limited success. It can and must do more to ensure that its industry associations advocate positively for climate action.

ACCR urges shareholders to vote for this proposal.

[3]https://www.originenergy.com.au/about/investors-media/media-centre/origin_to_adopt_shareholder_advisory_vote_on_climate_change.html
[4]https://www.iea.org/reports/net-zero-by-2050
[5]https://www.originenergy.com.au/about/investors-media/governance/industry_association_memberships.html
[6]ibid.
[7]https://www.unpri.org/pri-blog/time-must-be-called-on-negative-climate-lobbying/8259.article#
[8]https://www.climateaction100.org/company/origin-energy/
[9]https://www.bloomberg.com/professional/blog/webinar/bnef-g20-zero-carbon-policy-scoreboard-whos-doing-it-best/
[10]https://www.sdgindex.org/reports/sustainable-development-report-2021/
[11]https://www.theguardian.com/australia-news/2021/jan/05/australias-new-climate-pledge-to-un-criticised-for-not-improving-on-2030-target
[12]https://www.industry.gov.au/data-and-publications/australias-emissions-projections-2020
[13]https://influencemap.org/filter/List-of-Companies-and-Influencers#
[14]ibid.
[15]https://www.pm.gov.au/media/gas-fired-recovery
[16]https://www.minister.industry.gov.au/ministers/pitt/media-releases/roads-investment-open-major-gas-project-northern-territory
[17]https://www.appea.com.au/media/media-publications/reports-and-speeches/
[18]Australian Petroleum Production and Exploration Association Ltd, Financial Statements, June 2020, p7-8.
[19]https://influencemap.org/influencer/Australian-Pipelines-and-Gas-Association-74f9308df1ca5e9d6ba7b6306dd93ee0
[20]https://influencemap.org/influencer/Gas-Energy-Australia-4d30e84a6024e76763be15070337cb31 [21]https://www.appea.com.au/all_news/gas-delivering-a-clean-energy-future/
[22]https://www.pm.gov.au/media/jobs-boost-new-emissions-reduction-projects
[23]https://www.appea.com.au/all_news/media-release-back-arena-regulation-for-a-cleaner-greener-australia/
[24]https://www.originenergy.com.au/about/investors media/governance/industry_association_memberships.html
[25]https://www.qrc.org.au/wp-content/uploads/2020/10/Resource-Industry-Recovery-Agenda_Oct20.pdf
[26]https://www.qrc.org.au/media-releases/qrc-ready-to-work-with-government-new-minister-to-help-qld-recover-from-covid/
[27]https://statements.qld.gov.au/statements/91984

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Shareholder Statement - Resolution 10(f)

ACCR supports our company's commitment to the goals of the Paris Agreement and its intention to develop emissions reduction targets consistent with a 1.5°C pathway.[28] To date, our company has failed to effectively manage the energy transition, resulting in its share price substantially underperforming the benchmark S&P/ASX200 index over the past decade, and declining by more than 67% since its peak in mid-2014.

Capital allocation

In March 2021, the Climate Action 100+ initiative published its first Net-Zero Company Benchmark[29]. Our company failed to pass its assessment of decarbonisation strategy and capital allocation alignment, as it has not committed to aligning its capital expenditure with its long-term emissions reduction target or with the Paris Agreement's objective of limiting global warming to 1.5°C.[30]

Capital allocation provides direct insight to how our company prioritises decarbonisation. While capital expenditure has increased in recent years, it is largely spent on sustaining fossil fuel generation and petroleum exploration and appraisal:[31]

$m	FY17	FY18	FY19	FY20	FY21 (estimated)
Capital expenditure (excluding investments)	323	318	341	500	400-440

Just 22% of capital expenditure between FY18 and FY20 was allocated to productivity/growth, and only a fraction of that was spent on low or zero carbon technologies.[32] Our company's investments in Octopus Energy ($128 million) and OC Energy ($14 million) were accounted for separately.[33]

Oil and gas expansion

Our company has significant oil and gas interests: 37.5% of Australia Pacific LNG (APLNG), the Beetaloo Basin, the Cooper and Eromanga Basin, the Canning Basin and Poseidon (Browse Basin). CarbonTracker found that 94% of our company's potential future oil and gas capital expenditure is inconsistent with keeping warming well below 2°C.[34] This analysis excluded the Beetaloo Basin and Poseidon, due to their high capital expenditure costs being deemed beyond the scope of any scenario.[35]

In FY2021, our company is expected to have spent $60-70 million on exploration and appraisal (E&A), primarily on the Beetaloo Basin (exclusive of APLNG).[36] This is slightly lower than the $85 million spent on E&A in FY2020.[37] This allocation of capital to finding and proving new resources is simply not consistent with the decline in oil and gas production required in a 1.5°C pathway.

As stated in the recent World Benchmarking Alliance oil and gas benchmark, to be deemed credible on climate change our company "needs to clarify how it will transition away from gas operations through a detailed low-carbon transition plan".[38] Any suggestion that fossil fuel expansion is compatible with the Paris Agreement is misleading shareholders and exposing our company to growing climate litigation risks.[39]

Material issues with existing emissions reduction targets

Our company has committed to the following emission reduction targets:[40]

- 10% reduction in Scope 1 equity emissions between FY21 and FY23
- 50% reduction in Scope 1 and 2 equity emissions by 2032 (FY17 baseline, equity share)
- 25% reduction in domestic Scope 3 emissions by 2032 (FY17 baseline, equity share)

The 2032 targets were accredited by the Science Based Targets initiative (SBTi) to be consistent with a 2°C pathway. However, SBTi standards and investor expectations have evolved, particularly since the release of the Intergovernmental Panel on Climate Change (IPCC) Special Report on Global Warming of 1.5°C.[41] Today the SBTi will only accredit companies with targets aligned to either 1.5°C or well below 2°C.[42]

The primary issue with our company's 2032 Scope 1 and 2 target is that the Eraring power station currently produces >70% of its emissions.[43] Eraring's planned closure in 2030-32 allows our company to increase its emissions in the critical decade ahead.

In addition, our company's Scope 3 target excludes its share of exports from APLNG, only covering electricity purchased from the grid and domestic gas sales.[44] Our company does not disclose the scope 3 emissions from its share of APLNG exports, meaning that Scope 3 emissions can appear to decline by shifting gas from domestic use to exports.[45]

Planned update to climate commitments

Our company has stated that it plans to update its "existing science-based target to a 1.5°C pathway when the guidance is available from the SBTi."[46] As previously stated, this is necessary due to evolving investor expectations and because our company's existing target no longer meets SBTi standards.

According to the SBTi, all sectors "apart from oil and gas can set science-based targets"[47]. The SBTi is yet to publish its oil and gas industry guidance, though it is expected in 2021. A key challenge for SBTi is the incompatibility of fossil fuel expansion with limiting warming to 1.5°C, as concluded by the International Energy Agency's Net zero by 2050 report.[48]

SBTi only recognises emission reductions through direct actions, which rules out the use of offsets to meet science-based targets[49]. Our company's Integrated Gas business has stated that it intends to rely on offsets,[50] so it is unlikely to be eligible for updated SBTi accreditation.

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Conclusion

It is critical that any updated emissions reduction targets address the major issues with the existing targets by incentivising genuine decarbonisation across all business units and capturing all Scope 1, 2 and 3 emissions, with no arbitrary boundaries. Alignment of capital allocation and linkage of remuneration to targets across all emissions scopes is also essential.

The IPCC's recently published Sixth Assessment Report[51] demonstrates the urgency with which we must act on climate, and that material decarbonisation by 2030 is critical. Ahead of the advisory vote on its climate change reporting in 2022, it is imperative that our company develop a strategy that is consistent with the Paris Agreement and to align its capital expenditure accordingly.

ACCR urges shareholders to vote for this proposal.

[28]https://www.originenergy.com.au/about/investors-media/media-centre/origin_to_adopt_shareholder_advisory_vote_on_climate_change.html
[29]https://www.climateaction100.org/company/origin-energy/
[30]ibid.
[31]Origin Energy Ltd, Annual Reports 2018-20, 2021 Half Year Results
[32]Origin Energy Ltd, Annual Reports 2018-20
[33]Origin Energy Ltd, Annual Report 2020
[34]https://www.climateaction100.org/company/origin-energy/
[35]https://carbontracker.org/company-profiles/
[36]Origin Energy Ltd, 2021 Half Year Report
[37]Origin Energy Ltd, Annual Report 2020
[38]https://www.worldbenchmarkingalliance.org/publication/oil-and-gas/companies/origin-energy-2/
[39]https://cpd.org.au/2021/04/directors-duties-2021/
[40]https://www.originenergy.com.au/about/investors-media/media-centre/origin_to_adopt_shareholder_advisory_vote_on_climate_change.html
[41]https://www.ipcc.ch/sr15/
[42]https://sciencebasedtargets.org/faqs#what-temperature-goal-should-my-companys-target-be-in-line-with
[43]https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/Origin_Sustainability_Report_2020.pdf
[44]ibid.
[45]ibid.
[46]https://www.originenergy.com.au/about/sustainability/carbon-commitments.html
[47]https://sciencebasedtargets.org/faqs#are-there-sector-specific-resources-or-requirements-for-setting-targets
[48]https://www.iea.org/reports/net-zero-by-2050
[49] https://sciencebasedtargets.org/faqs#does-the-sbti-accept-all-approaches-to-reducing-emissions
[50]https://www.originenergy.com.au/content/dam/origin/about/investors-media/presentations/adgo_2021_final_mark_schubert.pdf
[51]https://www.ipcc.ch/report/ar6/wg1/

Directory

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Sydney NSW 2001

T (02) 8345 5000
F (02) 9252 9244

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enquiry@originenergy.com.au

Secretary

Helen Hardy

Share Registry

Boardroom Pty Limited
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Sydney NSW 2001

T Australia 1300 664 446
T International (+61 2) 8016 2896
F (02) 9279 0664

boardroomlimited.com.au
origin@boardroomlimited.com.au

Auditor

EY

Further information about Origin's performance can be found on our website:

originenergy.com.au

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ABN 30 000 051 696

All Correspondence to:

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By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 664 446
(outside Australia) +61 2 8016 2896

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To attend the AGM online, please visit:	https://www.web.lumiagm/XXXXXXXXX
Your AGM login ID / Voting Access Code:	XXXXXXXXX

YOUR VOTE IS IMPORTANT

Origin's Annual General Meeting (AGM) will be held as a virtual meeting online on Wednesday, 20 October 2021 at 10:00am AEDT.
For your proxy appointment and vote to be effective it must be recorded before **10:00am AEDT on Monday, 18 October 2021.**
You may appoint your proxy and vote either by going online or completing this form.

TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/originagm2021

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1 on the next page. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be an Origin shareholder. A proxy may be an individual or a body corporate. Do not write Origin or the registered holder in the space.

Appointment of a Second Proxy

If you are entitled to two or more votes, you are entitled to appoint up to two proxies to attend the Meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting Boardroom or you may copy this form. To appoint a second proxy you must:

(a) Complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) Return both forms in accordance with instructions in Step 4.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of shares are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses (subject to any voting restrictions). If you mark more than one box on an item for all your shares your vote on that item will be invalid.

Voting Restrictions for KMP

Please note that if you appoint a member of the Company's key management personnel (KMP) (which includes each of the directors) or one of their closely related parties as your proxy, they will not be able to cast your vote on Resolutions 7, 8 and 9, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Resolutions 7, 8 and 9 by completing and submitting this Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the relevant Item, even though the Item is indirectly or directly connected with the remuneration of the KMP.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to the Meeting. An Appointment of Corporate Representative form can be obtained from Boardroom.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:
Individual: this form is to be signed by the shareholder.
Joint Holding: where the holding is in more than one name, all the shareholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified copy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **10:00am AEDT on Monday, 18 October 2021.** Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy forms may be lodged with BoardRoom Pty Ltd:

Online	https://www.votingonline.com.au/originagm2021
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
By Smartphone	Log into investorserve or scan the QR Code

Attending the Meeting Online

If you wish to attend the Meeting online, please use the details listed in the top right hand corner of this form.

Origin Energy Limited
ABN 30 000 051 696

Your Address
This is your address as it appears on Origin's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Shareholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your shares using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Origin Energy Limited** (Origin) and entitled to attend and vote hereby appoint:

☐ the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

OR failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy,

at Origin's AGM to be held as a virtual meeting online on **Wednesday, 20 October 2021 at 10:00am AEDT** and at any adjournment or postponement of that Meeting, to act generally on my/our behalf and to vote in accordance with the following directions or if no directions have been given, and to the extent permitted by law, as the proxy sees fit.

STEP 2 VOTING DIRECTIONS AND EXCLUSIONS

If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, and I/we have not directed my/our proxy how to vote in respect of Resolutions 7, 8 and 9 and I/we am/are entitled to vote on the relevant Item(s), then by completing and submitting this form, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolutions 7, 8 and 9 even though they are connected with the remuneration of a member of Origin's key management personnel.

The Chairman of the Meeting intends to vote all available undirected proxies **FOR** Resolutions 2 to 8 inclusive.
The Chairman of the Meeting does not intend to vote any available undirected proxies on Resolution 9.
The Chairman of the Meeting intends to vote all available undirected proxies **AGAINST** Resolutions 10a to 10f inclusive.
The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each Resolution.

If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote 'For', 'Against' or to 'Abstain' from voting on an item, you must provide a direction by marking the 'For', 'Against' or 'Abstain' box opposite that resolution.

STEP 3 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority on a poll.

Board recommended resolutions. The Board recommends shareholders vote FOR resolutions 2 to 8 inclusive.		**Board Recommendation**	**For**	**Against**	**Abstain***
Resolution 2	Election of Ms Ilana Atlas	**FOR**	☐	☐	☐
Resolution 3	Election of Mr Mick McCormack	**FOR**	☐	☐	☐
Resolution 4	Election of Ms Joan Withers	**FOR**	☐	☐	☐
Resolution 5	Re-election of Mr Scott Perkins	**FOR**	☐	☐	☐
Resolution 6	Re-election of Mr Steven Sargent	**FOR**	☐	☐	☐
Resolution 7	Remuneration Report (non-binding resolution)	**FOR**	☐	☐	☐
Resolution 8	Equity grants to Managing Director & Chief Executive Officer Mr Frank Calabria	**FOR**	☐	☐	☐
Resolution 9	Renewal of approval of potential termination benefits	**No Board recommendation provided**	☐	☐	☐

Non-endorsed resolutions. The Board recommends shareholders vote AGAINST resolutions 10a to 10f inclusive		**Board Recommendation**	**For**	**Against**	**Abstain***
Resolution 10a	Amendment to the constitution (special resolution)	**AGAINST**	☐	☐	☐
Resolution 10b	Water	**AGAINST**	☐	☐	☐
Resolution 10c	Cultural heritage	**AGAINST**	☐	☐	☐
Resolution 10d	Consent & FPIC	**AGAINST**	☐	☐	☐
Resolution 10e	Climate-related lobbying	**AGAINST**	☐	☐	☐
Resolution 10f	Paris-aligned capital expenditure	**AGAINST**	☐	☐	☐

STEP 4 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….. Contact Daytime Telephone…….. Date / / 2021

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AGM ONLINE USER GUIDE

Attending the Meeting virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit **web.lumiagm.com/374437175** on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 374-437-175

To login you must have your **Voting Access Code (VAC)** and **postcode** of your registered address

The website will be open and available for log in from 9:00am (AEDT) Wednesday 20 October 2021 (1 hr prior to meeting start)

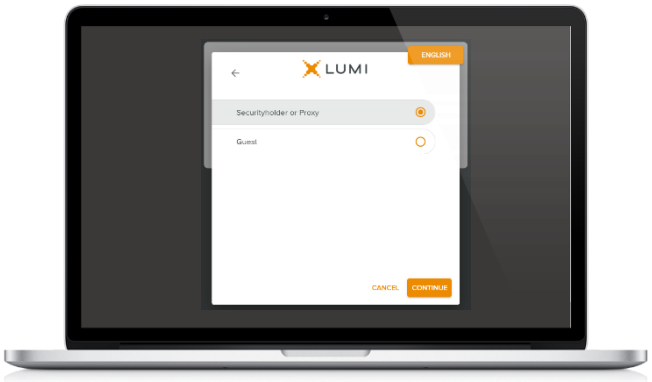
ACCESS

The 1st page of the platform will ask you accept the T&C's. You will then be required to select what capacity you are joining the meeting.

Shareholders or appointed proxies should select:

"I am a shareholder/proxy"

Guests should select **"I am a guest".**

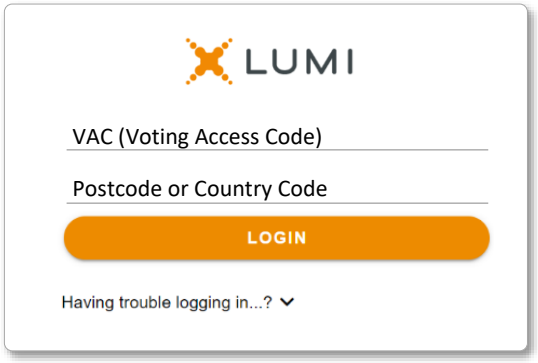


CREDENTIALS

Shareholders/Proxys

Enter your **Voting Access Code (VAC)** and your **postcode**, or, for non-Australian residents, your **3-letter country code**.

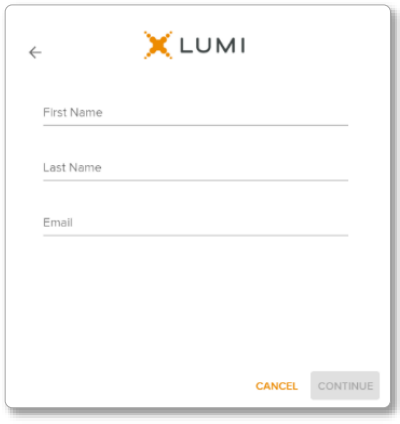
Proxy holders should obtain their log in credentials from the registrar by calling 1300 664 446



Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.



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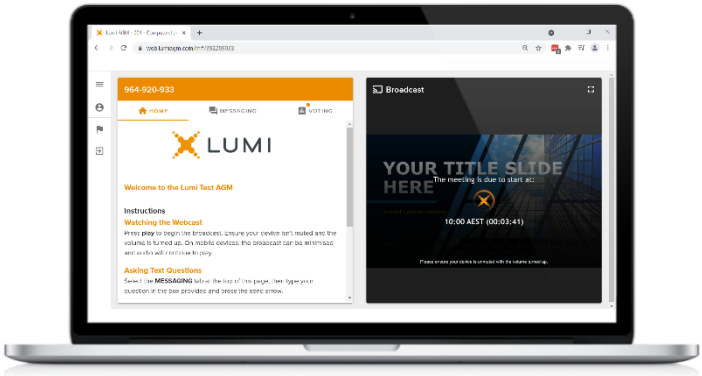
NAVIGATION

Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

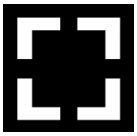
If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.

During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.

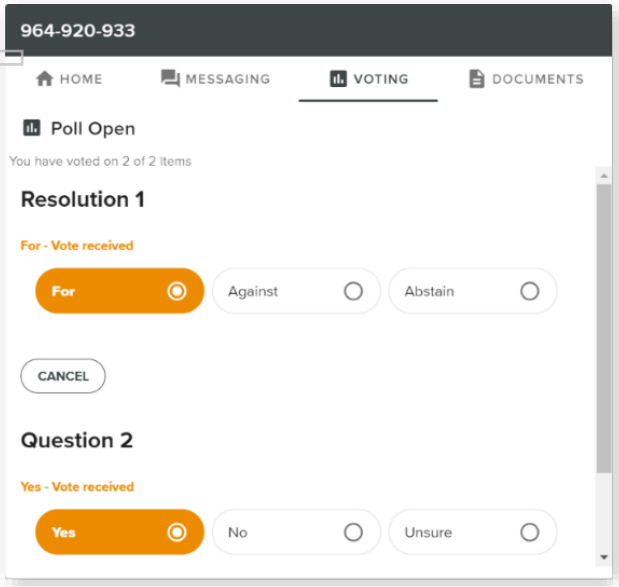


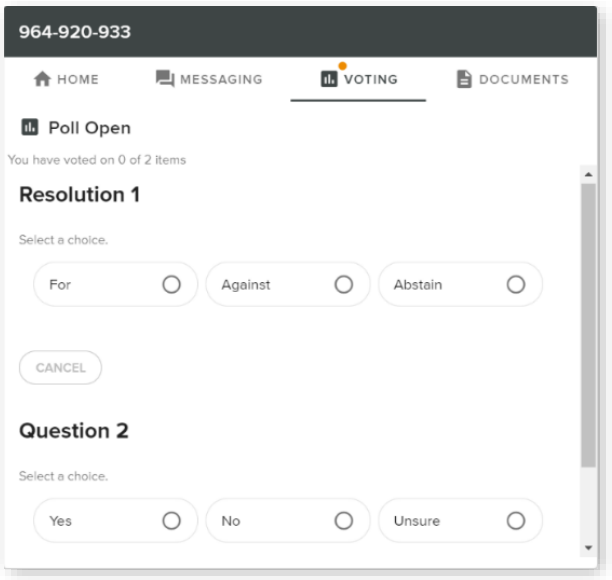
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.

Selecting this tab will open a list of all resolutions and their voting options.





To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.

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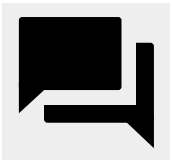
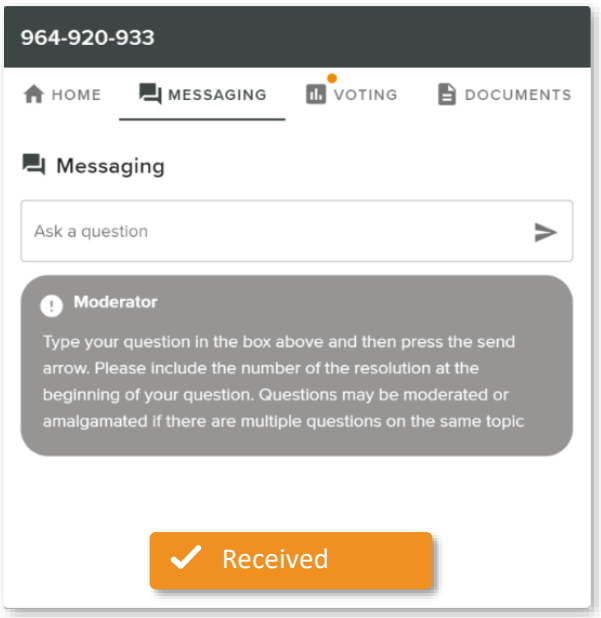
TEXT QUESTIONS

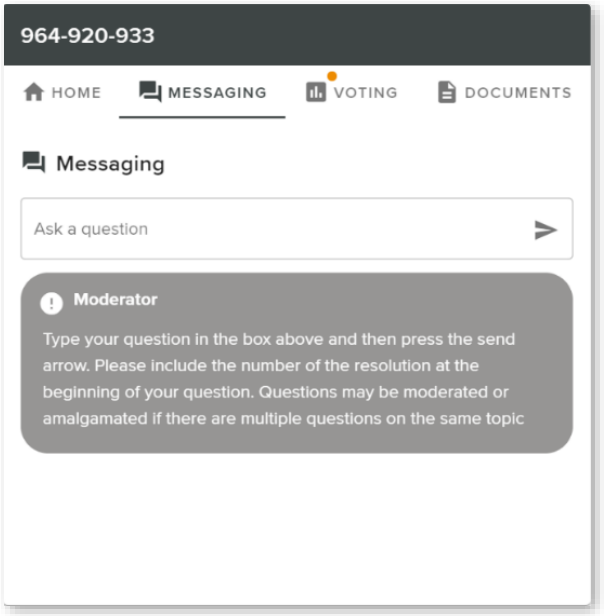
Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.





Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.

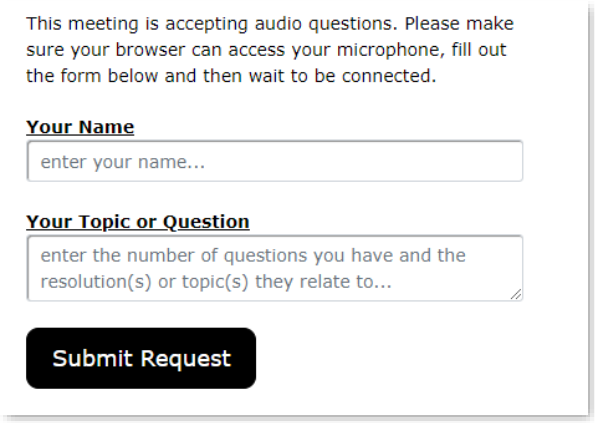
Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

AUDIO QUESTIONS VIA PLATFORM

An audio questions line is available to **shareholders** and appointed proxy holders.

To use this service, **pause the broadcast** before clicking on the link under **“Asking Audio Questions”**. A new page will open, as shown on the right. Please enter the requested details and click **“Submit Request”** to join the audio questions queue.

You will hear the meeting while you wait to ask your question.



AUDIO QUESTIONS VIA TELEPHONE

Shareholders and proxyholders who wish to access the meeting and ask questions via telephone can also do so.

If you wish to do this, please contact BoardRoom on 1300 664 446 (within Australia) or + 61 2 8016 2896 (outside of Australia) to pre-register and receive details for the teleconference line. When you contact BoardRoom, please have your Voting Access Code (VAC) ready for verification purposes.

If you would like to ask a question at the AGM:

Dial into the teleconference number provided to you by BoardRoom;

You will be placed in listening mode and hear hold music until the AGM starts. Once started, you will be able to listen to the proceedings.

When the Chair calls for questions, press *1;

You will be greeted by a moderator who will ask for your VAC to verify your identity.

You will be placed in a queue and be able to hear the meeting. When it is your turn to speak, the Chair will invite you to ask your question.

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Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic
DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & McDonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISL	Iceland
ISM	British Isles
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Lao Pdr
LBN	Lebanon
LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Malta
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion
ROU	Romania Federation
RUS	Russian
RWA	Rwanda
SAU	Saudi Arabia Kingdom of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCD	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	East Timor Democratic Republic of
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor Outlying
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe

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