



To	Company Announcements Office	1300 135 638
Company	ASX Limited	Date 22 October 2014
From	Helen Hardy	Pages 9
Subject	APPENDIX 3B NOTICE	

Please find attached an updated Appendix 3B notice with equity incentives issued today, 22 October 2014. This notice replaces the Appendix 3B lodged on 22 September 2014 notifying the intention to issue equity incentives under the Company's Equity Incentive Plan.

Regards

A handwritten signature in black ink, appearing to read "Helen Hardy", written over a light blue horizontal line.

Helen Hardy
Company Secretary

02 8345 5000 - helen.hardy@originenergy.com.au

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Origin Energy Limited

ABN

30 000 051 696

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | <ol style="list-style-type: none">Options to acquire fully paid ordinary sharesPerformance Share Rights to acquire fully paid ordinary sharesDeferred Share Rights to acquire fully paid ordinary shares under the Origin Equity Incentive Plan. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">2,569,779 Options635,154 Performance Share Rights1,475,826 Deferred Share Rights |

3	Principal terms of the ⁺ securities (e.g. if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion)	- Options will have an Exercise Price of \$15.65, being the volume weighted average price of Origin shares traded on the ASX during the ten trading days immediately to and including 15 September 2014. The Options will expire on 22 October 2021 (being seven years from the Grant Date). - Performance Share Rights have a nil Exercise Price and will expire on 22 October 2018 (being four years from the Grant Date). - Deferred Share Rights have a nil Exercise Price and will expire: Tranche 1 (56,847 DSRs) on 22 October 2015 Tranche 2 (1,362,132 DSRs) on 24 October 2016 Tranche 3 (56,847 DSRs) on 23 October 2017; (being one, two and three years from the Grant Date respectively).
4	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	The Options, Performance Share Rights and Deferred Share Rights are not listed. Upon Vesting or vesting and exercise, and payment of any applicable Exercise Price, the shares allotted will rank equally in all respects with existing fully paid ordinary shares.
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Pursuant to the rules of the Origin Energy Equity Incentive Plan

{EXT 00079405}

⁺ See chapter 19 for defined terms.

6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	n/a
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	n/a
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	n/a
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a
6f	Number of ⁺ securities issued under an exception in rule 7.2	n/a
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	n/a
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	n/a

7	⁺Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	22 October 2014								
8	Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>1,106,302,201</td><td>Ordinary</td></tr><tr><td>9,000,000</td><td>Origin Energy Subordinated Notes</td></tr></table>	Number	⁺ Class	1,106,302,201	Ordinary	9,000,000	Origin Energy Subordinated Notes		
Number	⁺ Class									
1,106,302,201	Ordinary									
9,000,000	Origin Energy Subordinated Notes									
9	Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>20,757,512</td><td>Options</td></tr><tr><td>9,491,256</td><td>Performance Share Rights</td></tr><tr><td>1,616,112</td><td>Deferred Share Rights</td></tr></table>	Number	⁺ Class	20,757,512	Options	9,491,256	Performance Share Rights	1,616,112	Deferred Share Rights
Number	⁺ Class									
20,757,512	Options									
9,491,256	Performance Share Rights									
1,616,112	Deferred Share Rights									
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Options, Performance Share Rights and Deferred Share Rights do not participate in dividends.								

Part 2 - Pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	n/a
13	Ratio in which the ⁺ securities will be offered	n/a
14	⁺ Class of ⁺ securities to which the offer relates	n/a
15	⁺ Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a

{EXT 00079405}

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	n/a
19	Closing date for receipt of acceptances or renunciations	n/a
20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	n/a
25	If the issue is contingent on security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	n/a
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a

-
- 30 How do security holders sell their entitlements in full through a broker? n/a
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance? n/a
- 32 How do security holders dispose of their entitlements (except by sale through a broker)? n/a
- 33 ⁺Issue date n/a

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ☐ ⁺Securities described in Part 1
- (b) ☐ All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

{EXT 00079405}

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr style="height: 80px;"> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 22 October 2014
(Company Secretary)

Print name: Helen Hardy

== == == == ==

{EXT 00079405}

+ See chapter 19 for defined terms.