



To	Company Announcements Office	Facsimile	1300 135 638
Company	ASX Limited	Date	30 September 2015
From	Helen Hardy	Pages	11
Subject	Appendix 3B		

Please find attached a release on the above subject.

Regards

Helen Hardy
Company Secretary

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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 (**Origin**)

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 | Fully paid ordinary shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Approximately 636,010,580 shares (New Shares) in the capital of Origin Energy Limited (Origin) are expected to be issued pursuant to the terms of the fully underwritten pro-rata renounceable entitlement offer (Entitlement Offer) announced to ASX on 30 September 2015 comprising an Institutional Entitlement Offer and a Retail Entitlement Offer. However, the exact number of New Shares to be issued and the breakdown of shares to be issued under the Institutional Entitlement Offer and the Retail Entitlement Offer is subject to reconciliation of shareholder entitlements and rounding. |

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)	Fully paid ordinary shares.
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	Yes, the New Shares will rank equally in all respects with existing fully paid ordinary shares in Origin from issue.
5	Issue price or consideration	\$4.00 per New Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Origin intends to use the proceeds of the Entitlement Offer to pay down debt.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	N/A

+ See chapter 19 for defined terms.

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	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The issue date under the institutional component of the Entitlement Offer is expected to be 14 October 2015.</p> <p>The issue date under the retail component of the Entitlement offer is expected to be 4 November 2015.</p>

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	1,749,029,095 subject to the effects of rounding under the Entitlement Offer.
		Fully paid ordinary shares.
	9,000,000	Origin Energy Subordinated Notes

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	25,494,187
		Options.
		Performance Share Rights.
	10,463,581	
	4,974,157	Deferred Share Rights

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	All Fully Paid Ordinary Shares participate equally.
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Part 2 - Pro rata issue

11	Is security holder approval required?	No, shareholder approval is not required for the Entitlement Offer.
12	Is the issue renounceable or non-renounceable?	Renounceable.
13	Ratio in which the +securities will be offered	The entitlement ratio is 4 new ordinary shares for each 7 existing ordinary shares held as at the Record Date.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	7.00 pm (Sydney time) on 6 October 2015.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements, they will be rounded up to the nearest whole number of New Shares.
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.	<p>Under the Institutional Entitlement Offer, shareholders in all countries other than:</p> <p>(1) Australia; (2) New Zealand; and (3) Belgium, Canada (British Columbia, Ontario and Quebec provinces only), Denmark, Germany, Luxembourg, the Netherlands; France; Hong Kong; Ireland; Italy; Japan; South Korea; Malaysia; Norway; Singapore; Sweden; Switzerland; United Arab Emirates (excluding the Dubai International Financial Centre); United Kingdom; and the United States.</p> <p>Under the Retail Entitlement Offer, shareholders in all countries other than:</p> <p>(1) Australia; and (2) New Zealand.</p> <p>Such shareholders will be sent a letter in relation to the Entitlement Offer for their information only.</p>
19	Closing date for receipt of acceptances or renunciations	<p>The Institutional Entitlement Offer will close on 1 October 2015.</p> <p>The Retail Entitlement Offer will close on 26 October 2015.</p>
20	Names of any underwriters	Macquarie Capital (Australia) Limited (ABN 79 123 199 548)
21	Amount of any underwriting fee or commission	<p>An underwriting fee of 1.5% of the Institutional Entitlement Offer Proceeds; and a management and arranging fee of 0.25% of the Institutional Entitlement Offer Proceeds; and</p> <p>An underwriting fee of 1.5% of the Retail Entitlement Offer Proceeds; and a management and arranging fee of 0.25% of the Retail Entitlement Offer Proceeds.</p>
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	No prospectus or product disclosure statement is being prepared. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form will be sent to Eligible Retail Security holders on or around 12 October 2015.
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)	6 October 2015.
29	Date rights trading will end (if applicable)	19 October 2015.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<p>Eligible Retail Shareholders who wish to sell their Entitlements in full on ASX must instruct their stockbroker personally and provide details as requested from the Entitlement and Acceptance Form.</p> <p>All sales on ASX of your Entitlements must be effected by 4.00pm (Sydney time) 19 October 2015 when Entitlements trading ceases on ASX.</p>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<p>Eligible Retail Shareholders who wish to sell part of their Entitlements through a broker and accept for the balance must:</p> <ul style="list-style-type: none"> in respect of the part of their Entitlement being taken up, complete and return the Entitlement and Acceptance Form with the requisite Application Monies OR pay the

+ See chapter 19 for defined terms.

Application Monies via BPAY® by following the instructions set out in the Entitlement and Acceptance Form; and

- in respect of the Entitlements to be sold, instruct their stockbroker personally and provide details as requested from the Entitlement and Acceptance Form.

All sales on ASX of Entitlements must be effected by 4.00pm (Sydney time) 19 October 2015 when Entitlements trading ceases on ASX.

32 How do security holders dispose of their entitlements (except by sale through a broker)?

An Eligible Retail Shareholder who wishes to transfer all or part of their Entitlement to another person other than on ASX (provided that the purchaser is not a resident in the United States or acting for the account or benefit of a person in the United States) must forward a completed Renunciation and Transfer Form to the Origin Share Registry together with the Entitlement and Acceptance Form and the transferee's requisite Application Monies in relation to those Entitlements that they wish to transfer.

Eligible Retail Shareholders can obtain a Renunciation and Transfer Form through the Origin Offer Information Line or from their stockbroker.

The Renunciation and Transfer Form and Application Monies must be received by the Origin Share Registry no later than 5.00pm (Sydney time) on 19 October 2015.

If the Origin Share Registry receives both a completed Renunciation and Transfer Form and an application for New Shares in respect of the same Entitlement, the renunciation will be given effect in priority to the application.

33 [†]Issue date

The issue date under the institutional component of the Entitlement Offer is expected to be 14 October 2015.

The issue date under the retail component of the Entitlement offer is expected to be 4 November 2015.

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

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

+ See chapter 19 for defined terms.

40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	
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41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	
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42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	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: _____
(Director/Company secretary)

Date 30 September 2015

Print name: HELEN HARDY

+ See chapter 19 for defined terms.