



To	Company Announcements Office	Facsimile	1300 135 638
Company	ASX Limited	Date	4 November 2015
From	Helen Hardy	Pages	10
Subject	Appendix 3B		

Please find attached an Appendix 3B notice.

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

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 ("Shares"). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>1. 636,086,881 Shares issued pursuant to the fully underwritten pro-rata accelerated renounceable entitlement offer as detailed in the announcement dated 30 September 2015 ("Entitlement Offer").</p> <p>This total comprises 337,597,998 Shares issued under the institutional of the Entitlement Offer and 298,488,883 issued under the retail component of the Entitlement Offer.</p> <p>This Appendix 3B updates the approximate number of ordinary shares to be issued under the Entitlement Offer as detailed in the Appendix 3B issued on 30 September 2015.</p> <p>2. 37,957 shares issued pursuant to the Origin Energy Equity Incentive Plan.</p> |

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)	<ol style="list-style-type: none"> 1. Fully paid ordinary shares 2. 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 	<ol style="list-style-type: none"> 1. Yes 2. Yes
5	Issue price or consideration	<ol style="list-style-type: none"> 1. \$4.00 per Share 2. Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol style="list-style-type: none"> 1. Origin intends to use the proceeds of the Entitlement Offer to pay down debt. 2. Issued as a result of the vesting and exercise of Deferred Share Rights pursuant to the rules of the Origin Energy Equity Incentive Plan.
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 <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	n/a
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

{EXT 00079405}

+ See chapter 19 for defined terms.

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>1. The issue date under the institutional component of the Entitlement Offer was Wednesday, 14 October 2015.</p> <p>The issue date under the retail component of the Entitlement Offer is Wednesday, 4 November 2015.</p> <p>2. The issue date of the Equity Incentive Plan shares is Wednesday, 4 November 2015.</p>						
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>1,749,290,549</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>9,000,000</td><td>Subordinated Notes</td></tr></table>	Number	+Class	1,749,290,549	Fully Paid Ordinary Shares	9,000,000	Subordinated Notes
Number	+Class							
1,749,290,549	Fully Paid Ordinary Shares							
9,000,000	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>20,288,637 <i>(Reduced by 65,903 Options which have been forfeited in accordance with the rules of the Origin Energy Equity Incentive Plan)</i></td><td>Options</td></tr><tr><td>6,424,798 <i>(Reduced by 14,716 PSRs which have been forfeited in accordance with the rules of the Origin Energy Equity Incentive Plan)</i></td><td>Performance Share Rights</td></tr><tr><td>5,183,948 <i>(Reduced by 37,957 DSRs which have vested in accordance with the rules of the Origin Energy Equity Incentive Plan)</i></td><td>Deferred Share Rights</td></tr></table>	Number	⁺ Class	20,288,637 <i>(Reduced by 65,903 Options which have been forfeited in accordance with the rules of the Origin Energy Equity Incentive Plan)</i>	Options	6,424,798 <i>(Reduced by 14,716 PSRs which have been forfeited in accordance with the rules of the Origin Energy Equity Incentive Plan)</i>	Performance Share Rights	5,183,948 <i>(Reduced by 37,957 DSRs which have vested in accordance with the rules of the Origin Energy Equity Incentive Plan)</i>	Deferred Share Rights
Number	⁺ Class									
20,288,637 <i>(Reduced by 65,903 Options which have been forfeited in accordance with the rules of the Origin Energy Equity Incentive Plan)</i>	Options									
6,424,798 <i>(Reduced by 14,716 PSRs which have been forfeited in accordance with the rules of the Origin Energy Equity Incentive Plan)</i>	Performance Share Rights									
5,183,948 <i>(Reduced by 37,957 DSRs which have vested in accordance with the rules of the Origin Energy Equity Incentive Plan)</i>	Deferred Share Rights									
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change.								

Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Renounceable.
13	Ratio in which the ⁺ securities will be offered	4 new ordinary shares for every 7 ordinary shares held.
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares.
15	⁺ Record date to determine entitlements	7:00pm (Sydney time) on 6 October 2015.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
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.

{EXT 00079405}

+ See chapter 19 for defined terms.

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;</p> <p>(2) New Zealand; and</p> <p>(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</p> <p>(2) New Zealand.</p> <p>Such shareholders have been 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 closed on 1 October 2015.</p> <p>The Retail Entitlement Offer closed 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 was prepared. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form was sent to eligible retail shareholders and provided to the ASX on 7 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)	No longer applicable – the Entitlement Offer has closed.
29	Date rights trading will end (if applicable)	No longer applicable – the Entitlement Offer has closed.
30	How do security holders sell their entitlements in full through a broker?	No longer applicable – the Entitlement Offer has closed.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	No longer applicable – the Entitlement Offer has closed.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	No longer applicable – the Entitlement Offer has closed.
33	⁺ Issue date	<p>The issue date under the institutional component of the Entitlement Offer was Wednesday, 14 October 2015.</p> <p>The issue date under the retail component of the Entitlement offer is Wednesday, 4 November 2015.</p>

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

{EXT 00079405}

⁺ See chapter 19 for defined terms.

(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
- 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)

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42 Number and ⁺class of all ⁺securities quoted on ASX (*including* 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: Date: 4 November 2015
(Company Secretary)

Print name: Helen Hardy

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