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3 October 2013

BY ELECTRONIC LODGEMENT

Company Announcements
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000



AGL APG Holdings Pty Limited ACN 081 834 826 and AGL Energy Limited ACN 115 061 375 – Notice of status of defeating conditions under section 630(3) of the Corporations Act 2001 (Cth)

We act for AGL APG Holdings Pty Limited ACN 081 834 826 (**AGL APG**) and AGL Energy Limited ACN 115 061 375 (**AGL**).

On behalf of AGL APG and AGL, we **enclose** a notice of status of defeating conditions of AGL APG's offer for all the issued shares in Australian Power and Gas Company Limited ABN 96 077 206 583 (**APK**) (**Offer**) for the purposes of section 630(3) of the *Corporations Act 2001* (Cth).

Yours faithfully



Ashurst Australia

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AGL APG Holdings Pty Limited ABN 72 081 834 826

Notice of status of defeating conditions under Section 630(3) of the Corporations Act
2001 (Cth)

TO: Australian Power and Gas Company Limited ABN 96 077 206 583

ASX Limited ABN 98 008 624 691

This is a notice given by AGL APG Holdings Pty Limited ABN 72 081 834 826 (AGL Bidder) in relation to the offers dated 8 August 2013 made under its off-market takeover bid for all of the ordinary shares in Australian Power and Gas Company Limited ABN 96 077 206 583 (APK) (Offer) pursuant to its Bidder's Statement dated 24 July 2013 (Bidder's Statement).

In accordance with section 630(3) of the Corporations Act 2001 (Cth), AGL Bidder gives notice that as at the date of this notice, the Offer and any contract arising from the acceptance of the Offer has been freed from all conditions contained in section 9.8 of the Bidder's Statement.

As at the date of this notice AGL Bidder's voting power in APK is ^{93.62} %.

Dated: 3 October 2013

Signed for and on behalf of AGL Bidder.



Director