

To	Company Announcements Office	Facsimile	1300 135 638
Company	ASX Limited	Date	12 September 2024
From	Helen Hardy	Pages	15
Subject	Origin Energy 2024 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 2024



Notice is given that the 2024 Annual General Meeting of shareholders of Origin Energy Limited (Company or Origin) will be held at

The Fullerton Hotel
No.1 Martin Place, Sydney,
on Wednesday,
16 October 2024
at 10:00am AEDT.

A live webcast of the meeting can be
viewed on the Company's website
www.originenergy.com.au/agm

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Business



1 Financial report

To receive and consider the financial statements of the Company and the reports of the Directors and auditor for the year ended 30 June 2024.

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

2 Re-election of Ms Ilana Atlas AO

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

“That Ms Ilana Atlas, 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 Ms Ilana Atlas and the recommendation of the Board in relation to her re-election are set out in the attached Explanatory Notes.

3 Re-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 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 Mick McCormack and the recommendation of the Board in relation to his re-election are set out in the attached Explanatory Notes.

4 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 Scott Perkins and the recommendation of the Board in relation to his re-election are set out in the attached Explanatory Notes.

5 Re-election of Dame Joan Withers DNZM

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

“That Dame Joan Withers, 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 Dame Joan Withers and the recommendation of the Board in relation to her re-election are set out in the attached Explanatory Notes.

6 Election of Mr Deion Campbell

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

“That Mr Deion Campbell, 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 Deion Campbell and the recommendation of the Board in relation to his 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 2024 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 2024 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 Chair 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, to pass the following resolution as an ordinary resolution:

“That approval is given for the purposes of ASX Listing Rule 10.14 and all other purposes for the grant of Performance Share Rights and Restricted 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.”

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 Chair of the meeting pursuant to an express authorisation to exercise the proxy as the Chair of the meeting 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.

The Chair of the meeting of the meeting intends to vote undirected proxies IN FAVOUR of Resolutions 2 to 8. The Chair of the meeting intends to not vote undirected proxies on Resolution 9.

By order of the Board.



Helen Hardy
Company Secretary
Sydney, 12 September 2024

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 or become 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 a current or potential 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 Chair of the meeting will not be able to vote undirected proxies on Resolution 9, even if the proxy appointment expressly authorises the Chair of the meeting to exercise the proxy, as he is a person who may be entitled to receive a benefit under Resolution 9.¹

¹ The only termination benefit the Chair of the meeting may potentially receive relates to insurance benefits. Please see page 10 of the Explanatory Notes for further details.

Notes



Determination of entitlement to attend and vote

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), 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, 14 October 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies, attorneys and corporate representatives

A shareholder entitled to vote at a general meeting is entitled to appoint a proxy or attorney to attend 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.

All resolutions set out in this Notice of Meeting will be decided on a poll. On a poll, shareholders have one vote for every fully paid ordinary share held. Under the *Corporations Act 2001* (Cth) (Corporations Act), if a shareholder appoints two proxies, both proxies will be entitled to vote on a poll.

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 attend the meeting. The proxy is not revoked by the shareholder attending 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 prior to commencement of the meeting (unless previously provided).

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, 14 October 2024. A proxy may be lodged with Boardroom Pty Limited:

- online, at www.votingonline.com.au/originagm2024 or as a registered user via www.investorserve.com.au;
- by mail, at Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- in person, at Level 8, 210 George Street, Sydney NSW 2000; or
- by facsimile, on +61 2 9290 9655.

Undirected proxies

If the Chair of the meeting is your proxy or becomes your proxy, and you do not mark a box next to Resolutions 7, 8 or 9, then by completing and returning the proxy form, you will be expressly authorising the Chair of the meeting to vote as he sees fit in respect of Resolutions 7, 8 and 9, even though these resolutions are connected with the remuneration of the Company's KMP.

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

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

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

Guest attendance at the meeting

Non-shareholders (who have not been validly appointed as proxy for a shareholder) who wish to attend the AGM may be admitted at the discretion of the Company and are requested to register by 5:00pm AEDT on Monday, 14 October 2024, by emailing their details to originagm@boardroomlimited.com.au.

Questions at the meeting

The meeting is intended to give shareholders as a whole the opportunity to hear from the Chair and the Chief Executive Officer, to discuss the financial year ended 30 June 2024, to give some insight into the Company's prospects for the year ahead, and to provide an opportunity for shareholders as a whole 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.

Shareholders are requested to restrict themselves to two questions or comments initially to allow time for others to speak. If time permits, shareholders wishing to speak more than once may be given a subsequent opportunity. The Company asks that shareholders are courteous and respectful to all other shareholders participating in the AGM and notes that the Chair of the meeting reserves the right to ensure that the meeting is conducted in this manner.

We encourage shareholders to lodge questions in advance of the meeting to the Company or Origin's external auditor by emailing originagm@boardroomlimited.com.au by 5:00pm AEDT on Wednesday, 9 October 2024. Questions submitted for Origin's external auditor, EY, must be in relation to the content of the auditor's report or the conduct of the audit.

The Chair will endeavour to address as many of the more frequently raised questions as possible during the course of the meeting. However, there may not be sufficient time available to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Explanatory Notes

These Explanatory Notes form part of the Notice of Meeting and are intended to provide shareholders 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 2024

The Company's Annual Report has been made available to shareholders and is published on the Company's website (www.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 4 of the Notice of Meeting, at the meeting there will be an opportunity for shareholders as a whole to comment on and ask questions about the management of the Company.

During the meeting, shareholders as a whole will also have a reasonable opportunity to direct questions to Origin's external auditor, EY. Questions to EY must be relevant to the preparation and content of the auditor's report; the conduct of the audit; the accounting policies adopted by Origin, in relation to the preparation of the financial statements; or the independence of the auditor.

2 Re-election of Ms Ilana Atlas AO, Independent Non-executive Director

Ilana Atlas joined the Board in February 2021. She is a member of the Remuneration, People and Culture committee.

Ilana has been a Non-executive director of Scentre Group Limited since May 2021 and was appointed Chair in October 2023. She is the Chair of Jawun, Deputy Chair of the National Gallery of Australia and on the Board of the Paul Ramsay Foundation.

Ilana was previously Non-executive director of ANZ Group Holdings Limited (January - December 2023) (previously Australian & New Zealand Banking Group Limited, since September 2014) and Chair of Coca-Cola Amatil Limited (2017-2021). Her last executive role was Group Executive, People, at Westpac, where she was responsible for human resources, corporate affairs and sustainability. Prior to that role, she was Group Secretary and General Counsel. Before her 10-year career at Westpac, Ilana was a partner in law firm

Mallesons Stephen Jaques (now known as King & Wood Mallesons). In addition to her practice in corporate law, she held a number of management roles in the firm including Executive Partner, People and Information, and Managing Partner.

Ilana 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.

The Board (with Ilana absent) reviewed her performance as a Director. The review included consideration of her expertise, skill and experience as well as her performance and contribution to the work of the Board over her term of office. The review concluded that Ilana is a high performing Director and her extensive people and talent development experience, financial services and legal experience, as well as her perspectives gained through a wide range of large Australian non-executive roles across many sectors strengthens the Origin Board and complements the skills of the existing Directors.

Ilana is considered an independent Director by the Board.

Directors' Recommendation

*The Board, with Ilana abstaining, recommends that shareholders vote **IN FAVOUR** of her re-election.*

*The Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 2.*

3 Re-election of Mr Mick McCormack, Independent Non-executive Director

Mick McCormack joined the Board in December 2020. He is a member of the Audit and Risk, Remuneration, People and Culture and Safety and Sustainability committees.

Mick is Chair of Central Petroleum Limited (since November 2020) and Non-executive Director of Whitehaven Coal Limited (since February 2024). He is also Chair of the Australian Brandenburg Orchestra Foundation, a director of the Clontarf Foundation, and a Patron of the Australian Ice Hockey League.

Mick was previously Managing Director and CEO of APA Group (2004-2019) and Non-executive Director of Austal Limited (2020 - 2024). Mick has more than 37 years of experience in the energy and infrastructure sectors, including gas-fired and renewable energy power generation, gas processing, LNG and underground storage. Prior to

joining APA in 2000, Mick held various senior management roles with AGL Energy.

Mick holds a Masters of Business Administration from the University of Queensland, a Graduate Diploma of Engineering from Monash University, a Bachelor of Applied Science from the University of Queensland, and is a Fellow of the Australian Institute of Company Directors.

The board (with Mick absent) reviewed his performance as a Director. 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 review concluded that Mick is a high performing Director and his extensive knowledge of the Australian energy infrastructure sector and deep operational and strategic experience strengthens the Origin Board and complement the skills of the existing Directors.

Mick is considered an independent Director by the Board.

Directors' Recommendation

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

*The Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 3.*

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

Scott Perkins joined the Board in September 2015 and was appointed Chair in October 2020. He is Chair of the Nomination Committee and a member of the Audit and Risk, Remuneration, People and Culture and Safety and Sustainability committees.

Scott 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.

Scott has been a Non-executive Director of Woolworths Group Limited since September 2014 and was appointed Chair in October 2022. He is also a Non-executive Director of Brambles Limited (since May 2015) and the New Zealand Initiative (since 2012). He is Chair of Sweet Louise (since 2005) and Garvan Institute of Medical Research (since December 2023). Scott was previously a Director of the Museum of

Contemporary Art in Sydney (2011 – 2020) and a Non-executive Director of Meridian Energy (1999 – 2002).

Scott has a long-standing commitment to breast cancer causes, the visual arts and public policy development.

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

The Board (with Scott absent) reviewed his performance as Chair. 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 Scott is a high performing Director and Chair, and continues to make valuable contributions to the Board. The Board believes that through his extensive experience in governance roles with large Australian corporations as well his experience in corporate strategy, mergers, acquisitions and capital markets, Scott provides considerable strength and leadership to the Board and its deliberations generally, as well as the committees on which he serves.

Scott is considered an independent Director by the Board.

Directors' Recommendation

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

*The Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 4.*

5 Re-election of Dame Joan Withers DNZM, Independent Non-executive Director

Joan Withers joined the Board in October 2020. She is a member of the Audit and Risk committee.

Joan 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.

She is currently Chair of The Warehouse Group Ltd (since 2016), director of ANZ Bank NZ Ltd (since July 2013) and Sky Network TV Ltd (since 2019). She has previously held Chair positions at Auckland International Airport (1997 – 2013), Mercury NZ Ltd (2009 – 2019) and TVNZ (2015 – 2017). She 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, Joan was a director on the Australian board of John Fairfax Holdings Ltd.

In June 2024, Joan was appointed Dame Companion of the New Zealand Order of Merit for services to business, governance and women.

Joan holds a Masters Degree in Business Administration from The University of Auckland.

The Board (with Joan absent) reviewed her performance as a Director. The review included consideration of her expertise, skill and experience as well as her performance and contribution to the work of the Board over her term of office. The review concluded that Joan is a high performing Director and her extensive experience in customer-centric and disrupted industries and their associated transformation, in addition to experience in the governance of energy and utility companies, strengthens the Origin Board and complements the skills of the existing Directors.

Joan is considered an independent Director by the Board.

Directors' Recommendation

*The Board, with Joan abstaining, recommends that shareholders vote **IN FAVOUR** of her re-election.*

*The Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 5.*

6 Election of Mr Deion Campbell, Independent Non-executive Director

Deion Campbell joined the Board of the Company in September 2024 and is a member of the Safety and Sustainability Committee and the Audit and Risk Committee.

Deion is an Operating Partner with global infrastructure manager, Morrison, and as part of his role at Morrison, he is the Interim Managing Director of Pastoral Partners Australia Pty Ltd, Non-executive Chair of both Manawa Energy Ltd (New Zealand) and Mint Renewables Ltd¹ and was formerly a Non-executive Director of TransGrid. He is also a Non-executive Director of Blackrock Mining Solutions Pty Ltd.

Deion's executive career has spanned 30 years across the energy and infrastructure sectors, including power generation and renewables. He held listed company executive roles as Chief Executive Officer of Tilt Renewables Ltd and as General Manager, Generation at Trustpower Ltd in New Zealand (now Manawa Energy

Ltd). He brings extensive expertise in capital deployment, large project delivery and improving asset performance, with experience in the development, construction and operation of wind and hydro assets in Australia and New Zealand.

Deion holds a Master of Electrical Engineering from Canterbury University, New Zealand.

Prior to Deion'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 Deion to the Board.

The Board believes that Deion's deep expertise across the full lifecycle of renewable energy developments, capital deployment, partnering and funding will further strengthen the Origin Board and complement the skills of the existing Directors as Origin continues to execute its strategy and ambition to lead the energy transition.

Deion is considered an independent Director by the Board.

Directors' Recommendation

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

*The Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 6.*

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 2024 to shareholders for consideration and adoption by a non-binding vote. The Remuneration Report was published on 15 August 2024 and is available on the Company's website (www.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

¹ Deion will retire from Mint Renewables Ltd in September 2024.

- sets out the remuneration arrangements for each Director and each member of the KMP of the Company.

Shareholders as a whole 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 Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 7.

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 this Notice of Meeting.

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

Resolution 8 seeks shareholders' approval for the grant of 190,238 Performance Share Rights (PSRs) and 190,237 Restricted Share Rights (RSR) to Mr Frank Calabria under Origin's Long Term Incentive Plan (Plan) arrangements.

8.1 Background

As set out in the Remuneration Report, the Plan represents an important element of the Company's remuneration framework. It is designed to encourage focus on long-term performance and sustainability, and to align management interests with shareholders and stakeholders.

The basis of the grant is similar to that which has been applied to long-term equity awards since 2020, and is set out in detail in the Remuneration Report.

Mr Calabria's long-term incentive opportunity for FY25 is \$3,812,400, which represents 180 per cent of his Fixed Remuneration (FR) on 1 July 2024, and includes a one-off elevated LTI allocation representing 60 per cent of FR for FY25 only. As noted in the Remuneration Report, the elevated allocation (which approximates an allocation of half of the normal annual allocation) for FY25 only will be made at the same time as the

usual LTI allocation (subject to shareholder approval) and be subject to the same LTI conditions and arrangements described below. This one-off elevated allocation is to recognise the exceptional contributions made by Mr Calabria and fifteen other executives throughout FY24 and their ability to influence critical decisions in the next phase of the energy transition. The number of Share Rights granted to Mr Calabria is calculated on the basis of face value, as detailed in section 8.6, and is divided into two approximately equal tranches as shown below:

Performance Share Rights (PSRs)	Up to 190,238 PSRs vesting after three years subject to the achievement of a Relative Total Shareholder Return (RTSR) performance condition as described below. Shares that vest at the end of the performance period are released progressively at the third, fourth and fifth years after grant (as detailed in section 8.3).
Restricted Share Rights (RSRs)	Up to 190,237 RSRs vesting after three years conditional on underpinning reviews as described below. Shares that vest at the end of the performance period are released progressively at the third, fourth and fifth years after grant (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 any 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 Plan.

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 one 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 that are then subject to dealing restrictions. Under the Plan, vesting for both PSRs and RSRs is after three years followed by dealing restrictions of up to five years after grant. Where the executive has not met their Minimum Shareholding Requirements (MSR) prior to grant, the dealing restrictions will be released five years after grant. Otherwise the dealing restrictions are lifted progressively (in approximately equal tranches) at the third, fourth and fifth years after grant. As set out in the Remuneration Report, as Mr Calabria is above his MSR obligation, the dealing restrictions will be progressively lifted at the third, fourth and fifth years after grant.

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

Performance Share Rights

The PSRs are subject to, and vest according to, an external financial performance condition of Relative Shareholder Return (RTSR).

RTSR measures the Company's Total Shareholder Return (TSR) performance relative to a reference group of companies, assuming reinvestment of dividends, over the performance period. The RTSR widely has been chosen because it is a simple understood metric that is simple to calculate and aligns executive reward with shareholder returns. It is a measure of value creation and rewards only when Origin outperforms the reference group; it does not reward overall market uplifts. The market reference group is the S&P/ASX 50 (as constituted at the beginning of the performance period), representing a transparent cohort with which Origin competes for investors and talent. 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. Narrower comparator groups have not been chosen due to the small number of companies with investment profiles and operations comparable to Origin's.

In calculating TSR for Origin and for the peer group of companies, unless the Board

determines otherwise, share prices are determined using a 60-trading-day VWAP to both the start and the end of the performance period.

Vesting occurs only where Origin's TSR over the performance period ranks it higher than the 50th percentile of the group. Half of the PSRs vest on satisfying that condition, and all the PSRs vest if Origin ranks at or above the 75th percentile. 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 dealing restriction of up to a further two years as set out above.

Restricted Share Rights

In contrast to the PSR tranche, which is conditional on performance against a single external financial metric, the RSR tranche is designed to vest in full unless there is a material deviation from Board expectations of long-term performance across a holistic suite of approximately 30 key metrics. The condition and these metrics have been chosen because the Board considers them to reflect the underlying health, performance and sustainability of the Company. The suite, which may vary slightly over time, reflects emerging priorities in a dynamic operating context and includes (but is not limited to) those reported annually as the *Key sustainability performance measures* in the Company's annual Sustainability Report.

The Board considers management's performance against the totality of these underpinning indicators, in addition to the outcomes from individual performance reviews conducted by the full Board each year (as outlined in section 5.3 of the Remuneration Report), which includes matters relating to conduct, risk and reputation. Where the Board is not satisfied that the company and individual performance met its expectations, it may reduce or cancel vesting on a group or individual basis. In exercising its discretion to make a vesting determination, the Board will consider whether there has been any material deviation from long-term plans or deficiency from the Board's performance expectations. The Board may reduce or cancel vesting where it finds such deviation or deficiency.

For any RSRs that vest at the end of the performance period, the resulting shares are subject to a dealing restriction of up to a further two years as set out above.

Key Dates

Grant date (PSRs & RSRs)

As soon as practicable after 16 October 2024

Performance Period (PSRs and RSRs)

Three years (1 July 2024 to 30 June 2027)

Vesting Date (PSRs and RSRs)

All tranches will vest on or around the second trading day after the release of the FY27 Full Year results (expected to be around Monday, 23 August 2027)

Lifting of dealing restriction (Release Date)*

Tranche 1 – no dealing restriction applies

Tranche 2 – on or around the second trading day after the release of the FY2028 Full Year results (expected to be around Monday, 21 August 2028).

Tranche 3 – on or around the second trading day after the release of the FY2029 Full Year results (expected to be around Monday, 27 August 2029).

* The shares may be further subject to dealing restrictions under the Company's Minimum Shareholding Requirements (as set out above) and Dealing in Securities Policy.

Vesting decisions and the basis for them will be disclosed in the relevant remuneration reports.

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) only 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, rounded down to the nearest whole number of shares. 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 Executives' capacity to influence long-term sustainable growth and performance. In Mr Calabria's case the maximum opportunity is ordinarily 120 per cent of his FR and

the minimum value is zero (for example, if the award is not made or if it is cancelled or forfeited, or fails to vest). As described above, for this award only the proposed grant has a maximum opportunity of 180 per cent of FR.

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.

The reference to Fixed Remuneration is to its value at 1 July immediately preceding the determination of the grant.

Determination of the vesting outcome against the underpinning conditions and calculation of the RTSR and achievement against it will be determined by the Board. The Board also has discretion to determine that, notwithstanding that the underpinning conditions or the RTSR performance hurdle have been satisfied in whole or in part, all or some of the RSRs or PSRs will lapse.

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 lifting of the dealing restrictions, the shares will continue to be subject to restrictions in accordance with the Minimum Shareholding Requirements and the Company's Dealing in Securities Policy.

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.

In good leaver circumstances (typically such cases are limited to death, disability, redundancy, or genuine retirement) the Share Rights are generally held 'on foot' subject to their original terms and conditions, unless the Board determines otherwise. Where an employee ceases employment after the Vesting Date but before the Release Date, Restricted Shares will remain on foot and will be released from dealing restrictions in the ordinary course, unless the Board determines otherwise.

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 control² 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 only 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, rounded down to the nearest whole number of shares. 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 (\$3,812,400) and dividing it by the 60-trading day VWAP to 30 June 2024 (\$10.0201), rounded to the nearest whole number. Accordingly, the maximum number of Shares Rights to be awarded is 380,475. Half of the Share Rights are allocated each to PSRs and to RSRs, and where rounding is necessary the PSR portion is rounded up and the RSR portion is rounded down.

Accordingly, the number of PSRs is 190,238 and the number of RSRs is 190,237. Under the Plan Rules, the Board has discretion to reduce the number of awards allocated.

Timing of issue

If shareholder approval is obtained, it is intended that the Share Rights will be allocated to Mr Calabria shortly after the 2024 AGM, and in any case within 12 months of the meeting.

8.7 Additional information required by the Listing Rules

Mr Calabria's maximum potential total remuneration package effective from 1 July 2024 is set out below.

Remuneration element	Maximum (\$) FY25
Fixed Remuneration (FR) inclusive of superannuation	2,118,000
Short Term Incentive opportunity awarded as 50% cash and 50% equity	3,537,060
Long Term Incentive Plan, award face value awarded as 100% equity deferred for up to five years	
Standard annual allocation	2,541,600
Elevated allocation for FY25 only	1,270,800
Total Remuneration (TR) at maximum	9,467,460

The Company uses Share Rights for the Long Term Incentive Plan because they create alignment between executives and shareholders and are subject to forfeiture. They may be lapsed or reduced depending upon achievement against an external performance condition and/or by the Board's review of performance against a suite of underpinning conditions. In addition, executives do not receive any benefit unless and 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 previously issued under the scheme

618,381 RSRs and 691,663 PSRs have been granted to Mr Calabria under the Company's Long Term Incentive Plan in prior years since November 2020, which is the year the current scheme came into effect. As the LTI awards form part of his remuneration package they have been granted at nil cost.

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 2021 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 2024 AGM. Shareholders are being requested to provide a further three-year approval (to the conclusion of the 2027 AGM).

² 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.

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;
- 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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Helen Hardy

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Auditor

EY

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

originenergy.com.au

Where all good change starts



Origin Energy Limited
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YOUR VOTE IS IMPORTANT

Origin's Annual General Meeting will be held at The Fullerton Hotel, No. 1 Martin Place, Sydney, NSW 2000 on Wednesday, 16 October 2024 at 10:00am AEDT. For your proxy appointment and vote to be effective it must be recorded before **10:00am AEDT on Monday, 14 October 2024**. 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/originagm2024>

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 Chair 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 Chair 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 Chair of the Meeting will be your proxy. 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:

- 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.
- Return both forms together in the same envelope.

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. 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 Origin'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 Chair of the Meeting is your proxy. If you appoint the Chair of the Meeting as your proxy or the Chair 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 Chair of the Meeting to exercise your proxy in respect of the relevant item, even though the resolutions are indirectly or directly connected with the remuneration of the KMP. The Chair of the Meeting does not intend to vote any available undirected proxies on Resolution 9.

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 admission. 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 photocopy 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, 14 October 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/originagm2024> or as a registered user via <https://www.investorserve.com.au>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 8, 210 George Street,
Sydney NSW 2000 Australia
- 📱 **By Smartphone** Scan the QR Code

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

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 **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair 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 Chair of the Meeting as my/our proxy, at Origin's Annual General Meeting to be held at **The Fullerton Hotel, No. 1 Martin Place, Sydney, NSW 2000 on Wednesday, 16 October 2024 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 Chair of the Meeting as my/our proxy or the Chair 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 Chair 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 Chair of the Meeting intends to vote all available undirected proxies **FOR** Resolutions 2 to 8 inclusive.
The Chair of the Meeting does not intend to vote any available undirected proxies on Resolution 9.
The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.

If you wish to appoint the Chair 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 poll and your vote will not be counted in calculating the required majority on a poll.

The Board recommends shareholders vote FOR resolutions 2 to 8 inclusive and has not made a recommendation on resolution 9.

		For	Against	Abstain*
Resolution 2	Re-election of Ms Ilana Atlas AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Mick McCormack	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Scott Perkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Dame Joan Withers DNZM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Mr Deion Campbell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Equity grants to Managing Director and Chief Executive Officer Mr Frank Calabria	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Renewal of approval of potential termination benefits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 4 SIGNATURE OF SHAREHOLDERS

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

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2024