



To	Company Announcements Office	Facsimile	1300 135 638
Company	ASX Limited	Date	10 September 2025
From	Helen Hardy	Pages	17
Subject	Origin Energy 2025 Notice of Annual General Meeting		

Please find attached a release on the above subject.

Regards

A handwritten signature in blue ink, appearing to read 'Helen Hardy'.

Authorised for lodgement by:
Helen Hardy
Company Secretary

02 8345 5000

Notice of Annual General Meeting 2025

Notice is given that the 2025 Annual General Meeting (AGM) of shareholders of Origin Energy Limited (Company or Origin) will be held at

Shangri-La Sydney
176 Cumberland Street,
The Rocks, Sydney,
on Wednesday,
15 October 2025
at 10:00am AEDT.

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

Shareholders should monitor Origin's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the 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 2025. Shareholders are not required to vote on the financial statements and the reports of the Directors and auditor.

2 Election of Ms Fiona Hick

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

“That Ms Fiona Hick, 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 Fiona’s qualifications and experience and the recommendation of the Board in relation to her election are set out in the attached Explanatory Notes.

3 Election of Mr Stephen Mikkelsen

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

“That Mr Stephen Mikkelsen, 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 Stephen’s qualifications and experience and the recommendation of the Board in relation to his election are set out in the attached Explanatory Notes.

4 Re-election of Mr Greg Lalicker

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

“That Mr Greg Lalicker, 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 Greg’s qualifications and experience and the recommendation of the Board in relation to his re-election are set out in the attached Explanatory Notes.

5 Re-election of Dr Nora Scheinkestel

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

“That Dr Nora Scheinkestel, 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 Nora’s qualifications and experience and the recommendation of the Board in relation to her re-election are set out in the attached Explanatory Notes.

6 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 2025 be adopted.”

This is a non-binding advisory vote.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 6:

- 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 2025 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 6:

- 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.

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

To consider and, if thought fit, 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 Rights and Restricted 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 7:

- 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 7:

- 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.

8 Non-executive Director Share Plan

To consider and, if thought fit, 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 share rights, under the Non-executive Director Share Plan to Non-executive Directors during FY26, FY27 and FY28, on the terms and conditions 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 each of the Non-executive Directors (being the only Directors entitled to participate in the Non-executive Director Share Plan) or any of their 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 as proxy for a person entitled to vote 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 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.

9 Increase in aggregate cap of Non-executive Directors’ remuneration

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

“That, for the purposes of ASX Listing Rule 10.17, rule 9.6(a) of the Company’s constitution and for all other purposes, the maximum aggregate amount of remuneration which may be provided by the Company to Non-executive Directors for their services as Directors be increased by \$400,000 to a maximum sum of \$3,600,000 in a financial year.”

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 9:

- in favour of the resolution by or on behalf of each of the Directors or any of their 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 as proxy for a person entitled to vote on Resolution 9:

- 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 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.

10 Renewal of proportional takeover provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

“That the Company renew the proportional takeover provisions contained in rule 15 of the Company’s constitution, with effect from the date of the meeting for a period of three years.”

11 Adoption of the 2025 Climate Transition Action Plan

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

“That the Company’s 2025 Climate Transition Action Plan be adopted.”

This is a non-binding advisory vote.

THE CHAIR OF THE MEETING INTENDS TO VOTE ALL AVAILABLE UNDIRECTED PROXIES IN FAVOUR OF ALL RESOLUTIONS.

By order of the Board.



Helen Hardy
Company Secretary

Sydney,
10 September 2025

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, 13 October 2025. 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.

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 2001* (Cth) (*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, 13 October 2025. A proxy may be lodged with Boardroom Pty Limited:

- online, at www.votingonline.com.au/originagm2025 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 6, 7, 8 and 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 6, 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 all resolutions.

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

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 2025, 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 the management of the company and should be relevant to shareholders as a whole.

Shareholders are asked 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 written 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, 8 October 2025. 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 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 2025

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 in relation to the conduct of the audit.

2 Election of Ms Fiona Hick, Independent Non-executive Director

Ms Fiona Hick joined the Board in August 2025. She will join the Company's Remuneration, People and Culture Committee and Safety and Sustainability Committee following the 2025 AGM.

Fiona is currently a Non-executive Director of Dyno Nobel Limited, Evolution Mining Limited, Barrenjoey Capital Partners Holdings Pty Ltd and Infrastructure WA.

Fiona's career has spanned 30 years across the energy, mineral and resource sectors, including as CEO of Fortescue Metals Group in 2023. Prior to that, Fiona held a range of leadership positions at Woodside Energy Group, including as Executive Vice President Operations.

Fiona holds a Bachelor of Engineering from The University of Western Australia and a Bachelor of Applied Science from Murdoch University.

Prior to Fiona's appointment, the Company undertook independent checks relevant to her character, experience and education, and any criminal record or bankruptcy history, and concluded that it was appropriate to appoint Fiona to the Board.

The Board believes that Fiona's extensive experience and skills across strategy, operations, people and culture, and technology implementation will further strengthen the Origin Board and complement the skills of the existing Directors.

Fiona is considered an independent Director by the Board.

DIRECTORS' RECOMMENDATION

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

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

3 Election of Mr Stephen Mikkelsen, Independent Non-executive Director

Mr Stephen Mikkelsen joined the Board in August 2025. He will join the Company's Safety and Sustainability Committee following the 2025 AGM.

Stephen is the Chief Executive Officer and Managing Director of Sims Limited.

Stephen brings more than 30 years of finance and executive management experience, including senior leadership positions at AGL Energy Limited (AGL), where he was Chief Financial Officer, followed by Group General Manager Retail Energy and Executive General Manager Energy Markets. Before his tenure at AGL, Stephen was the Chief Financial Officer of Snowy Hydro and Contact Energy.

Stephen holds a Bachelor of Business Studies with a Major in Accounting and Finance from Massey University. Stephen is also a member of Chartered Accountants Australia and New Zealand.

Prior to Stephen's appointment, the Company undertook independent checks relevant to his character, experience and education, and any criminal record or bankruptcy history, and concluded that it was appropriate to appoint Stephen to the Board.

The Board believes that Stephen's extensive industry and executive experience, with skills across financial management, business development, sustainability and strategy, will further strengthen the Origin Board and complement the skills of the existing Directors.

Stephen is considered an independent Director by the Board.

DIRECTORS' RECOMMENDATION

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

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

4 Re-election of Mr Greg Lalicker, Independent Non-executive Director

Mr Greg Lalicker joined the Board in March 2019. He is a member of the Safety and Sustainability Committee.

Greg is the Chief Executive Officer of Hilcorp Energy Company (Hilcorp), based in Houston, in the United States. Hilcorp is the largest privately held independent oil and gas exploration and production company in the United States.

Greg joined Hilcorp's leadership team in 2006 as Executive Vice President where he was responsible for all exploration and production activities. He was appointed President in 2011 and Chief Executive Officer in 2017. Prior to working for Hilcorp, Greg was with BHP Petroleum based in Midland, Houston, London and Melbourne; as well as McKinsey & Company, where he worked in its Houston, Abu Dhabi and London offices.

Greg graduated as a petroleum engineer from The University of Tulsa. He also has a Master of Business Administration and a law degree.

The Board (with Greg absent) reviewed his performance. 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 Greg is a high-performing Director, and his extensive industry and strategy experience, together with his global knowledge, further strengthen the Origin Board and complement the skills of the existing Directors.

Greg is considered an independent Director by the Board.

DIRECTORS' RECOMMENDATION

*The Board, with Greg 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 Dr Nora Scheinkestel, Independent Non-executive Director

Dr Nora Scheinkestel joined the Board in March 2022. She is the Chair of the Audit and Risk Committee and a member of the Nomination Committee.

Nora has almost 30 years of experience as a non-executive chair and director of companies across a wide range of industries in the public and private sectors. A former banking executive, Nora has extensive financial and risk management expertise, having chaired audit and risk committees of a number of listed companies.

Nora has extensive experience in highly regulated sectors, including energy, infrastructure and financial services, and in companies undergoing major technological and cultural transformation.

Nora is a Non-executive Director of Qantas Airways Limited (since March 2024) and Brambles Limited (since 2020). Her previous directorships of publicly listed companies include Westpac Banking Corporation (2021 – 2024), Telstra Corporation Limited (2010 – 2022), the Atlas Arteria Group (2014 – 2020) (including as chair), AusNet Services Ltd (2016 – 2022), Orica Limited, Newcrest Limited, Pacific Brands Limited and Stockland Group.

Nora holds a Bachelor of Laws (Honours) First Class and a Doctor of Philosophy from The University of Melbourne.

The Board (with Nora absent) reviewed her performance. 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 Nora is a high-performing Director, and her extensive listed company experience and financial expertise further strengthen the Origin Board and complement the skills of the existing Directors.

Nora is considered an independent Director by the Board.

DIRECTORS' RECOMMENDATION

*The Board, with Nora 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 Adoption of the 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 2025 to shareholders for consideration and adoption by a non-binding vote. The Remuneration Report was published on 14 August 2025 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
- 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.

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 the Notice of Meeting.

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 6.*

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

Resolution 7 seeks shareholders' approval for the grant of 123,457 Performance Rights (PRs) and 123,457 Restricted Rights (RRs) (together, Share Rights) to Mr Frank Calabria under Origin's Long Term Incentive Plan (LTI Plan) arrangements.

7.1 BACKGROUND

As set out in the Remuneration Report, the LTI 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.

Frank's long-term incentive opportunity for FY26 is \$2,624,400, which represents 120 per cent of his Fixed Remuneration (FR) on 1 July 2025.

The number of Share Rights granted to Frank is calculated on the basis of face value, as detailed in section 7.6, and is divided into two approximately equal tranches as shown below:

PRs	Up to 123,457 PRs vesting after three years subject to the achievement of a Relative Total Shareholder Return (RTSR) performance condition as described below. Shares allocated upon the vesting of PRs at the end of the performance period are released progressively at the third, fourth and fifth years after grant (as detailed in section 7.3).
RRs	Up to 123,457 RRs vesting after three years conditional on an underpinning review as described below. Shares allocated upon the vesting of RRs at the end of the performance period are released progressively at the third, fourth and fifth years after grant (as detailed in section 7.3).

7.2 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 Frank under the LTI 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, Frank is the only Director entitled to participate under the LTI Plan.

If Resolution 7 is not approved by shareholders, the Board will consider alternative arrangements to appropriately remunerate and incentivise Frank.

7.3 OVERVIEW OF LONG-TERM EQUITY AWARDS

Awards under the LTI Plan are delivered in the form of Share Rights, each of which entitles Frank 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 LTI Plan, vesting for both PRs and RRs is after three years followed by dealing restrictions of up to a further two years (with a total deferral period of up to five years). Where the executive has not met their Minimum Shareholding Requirement (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 Frank 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 Frank at no cost as they represent part of his remuneration package.

PERFORMANCE RIGHTS

The PRs are subject to, and vest according to, an external financial performance condition of 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 hurdle has been chosen because it is a widely 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 volume weighted average price (VWAP) applied to the start and to the end of the performance period.

Vesting of the PR tranche occurs only where Origin's TSR over the performance period ranks it higher than the 50th percentile of the group. Half of the PRs vest on satisfying that condition, and all of the PRs vest if Origin ranks at or above the 75th percentile. Straight-line pro-rata vesting applies between these two points. For any PRs that vest at the end of the performance period, the resulting shares are subject to a dealing restriction for up to a further two years as set out above.

RESTRICTED RIGHTS

In contrast to the PR tranche, which is conditional on performance against a single external financial metric, the RR 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, available on the Company's website (www.originenergy.com.au).

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 of the RR tranche 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 of the RR tranche where it finds such deviation or deficiency.

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

KEY DATES

Grant date (PRs and RRs)
As soon as practicable on or after 15 October 2025
Performance period (PRs and RRs)
Three years (1 July 2025 to 30 June 2028)
Vesting date (PRs and RRs)
All tranches will vest on or around the second trading day after the release of the FY28 full year results (expected to be around Monday, 21 August 2028)
Lifting of dealing restriction (release date)⁽¹⁾
Tranche 1 – no dealing restriction applies.
Tranche 2 – on or around the second trading day after the release of the FY29 full year results (expected to be around Monday, 20 August 2029).
Tranche 3 – on or around the second trading day after the release of the FY30 full year results (expected to be around Monday, 26 August 2030).

(1) 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.

7.4 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 performance period, 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 LTI Plan award opportunity levels are role-based maximum levels that reflect Executives' capacity to influence long-term sustainable growth and performance. In Frank'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).

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 FR 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 RRs or PRs 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 MSR 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'¹ 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, shares subject to dealing restrictions 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.

7.5 DIVIDENDS, TRADING AND HEDGING

Share Rights do not carry voting rights and do not carry an entitlement to dividends. However, as noted in section 7.4, 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 performance period, 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.

7.6 EFFECT OF APPROVAL

NUMBER OF SHARE RIGHTS

The total number of Share Rights to be awarded to Frank was calculated by taking the long-term equity award face value (\$2,624,400) and dividing it by the 60-trading day VWAP to 30 June 2025 (\$10.6288), rounded to the nearest whole number.

¹ Any Share Rights that were granted in the financial year of the cessation are retained on a pro-rata basis relative to actual service rendered in that year.

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.

Accordingly, the maximum number of Share Rights to be awarded is 246,914. Half of the Share Rights are allocated each to PRs and to RRs, and where rounding is necessary, the PR portion is rounded up and the RR portion is rounded down.

Accordingly, the number of PRs is 123,457 and the number of RRs is 123,457. Under the Equity Incentive 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 Frank shortly after the 2025 AGM, and in any case within 12 months of the meeting.

7.7 ADDITIONAL INFORMATION REQUIRED BY THE LISTING RULES

Frank's maximum potential total remuneration package effective from 1 July 2025 is set out below.

Remuneration element	Maximum (\$ FY26)
Fixed Remuneration (FR) including superannuation	2,187,000
Short Term Incentive opportunity awarded as 50% cash and 50% deferred equity	3,652,290
LTI Plan, award face value awarded as 100% equity deferred for three to five years	2,624,400
Total Remuneration (TR) at maximum	8,463,690

The Company uses Share Rights for the LTI 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 LTI 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 LTI 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, unless an exception applies.

7.8 ISSUES OF SECURITIES PREVIOUSLY ISSUED UNDER THE SCHEME

808,618 RRs and 881,901 PRs have been granted to Frank under the Company's LTI Plan in prior years since November 2020, which is the year the current scheme came into effect. As the long-term incentive awards form part of his remuneration package, they have been granted at nil cost.

The Listing Rules and the *Corporations Act* prohibit certain persons from voting on Resolution 7. A voting exclusion statement with regard to Resolution 7 is set out on page 2 of the Notice of Meeting.

DIRECTORS' RECOMMENDATION

The Board, with Frank abstaining, recommends that shareholders vote **IN FAVOUR** of Resolution 7.

The Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 7.

8 Non-Executive Director Share Plan

Resolution 8 seeks shareholders' approval for the grant of Share Rights to Non-executive Directors under the Non-executive Director Share Plan (NED Share Plan) for FY26, FY27 and FY28.

The NED Share Plan is a salary sacrifice plan that allows Non-executive Directors to sacrifice up to 50 per cent of their annual Non-executive Directors' base fee to acquire Share Rights at the Value per Share Right as described below. Each Share Right is a right to receive a fully paid ordinary share in Origin, subject to the terms of grant.

Share Rights are used to support Non-executive Directors to build their shareholdings in the Company and as a means of enhancing the alignment of interests between Non-executive Directors and shareholders generally. The Company has set minimum shareholding requirements for Non-executive Directors which are referenced to nominal multiples of the annual Non-executive Director base fee (two times for the Chair, and one times the annual Non-executive Director base fee for other Non-executive Directors). The minimum number of shares to be held to satisfy this requirement is determined from time to time taking into account fee changes and share price movement over time. The current determinations for FY26 are 46,000 shares for the Chair and 23,000 shares for other Non-executive Directors.

Only Non-executive Directors are eligible to participate in the NED Share Plan.

8.1 WHY IS APPROVAL NEEDED

Under Listing Rule 10.14, shareholder approval is required for the issue of share rights to any Director, unless the shares allocated on vesting of the Share Rights are required by the terms of the scheme to be purchased on market.

The approval sought from shareholders is for all purposes, including the issue of shares on vesting of Share Rights. The Company currently intends to satisfy the vesting of Share Rights by purchasing shares on-market, but wishes to retain the flexibility to issue shares if this is ultimately considered in the Company's best interests.

The Board also recognises that it is in line with good corporate governance practices for equity grants to Directors to be approved by shareholders.

8.2 OVERVIEW OF THE NED SHARE PLAN

Under the NED Share Plan, each Non-executive Director may choose to sacrifice a portion of their fees to be used to acquire Share Rights (up to a maximum of 50 per cent of annual Non-executive Director base fees). Share Rights will be granted twice a year, shortly following the announcement of the Company's half-year and full-year results in February and August respectively. Should any Non-executive Director participate for FY26, it is expected that the first grant will occur in late February 2026 under this approval.

The number of Share Rights received by a Non-executive Director will be calculated in accordance with the following formula:

$$\text{No. of Share Rights} = \frac{\text{Fees Sacrificed}}{\text{Value per Share Right}}$$

Where:

- *Fees Sacrificed* = the dollar value of the Non-executive Director's fees that have been sacrificed in respect of the relevant period to acquire Share Rights; and
- *Value per Share Right* = the volume weighted average price of Origin's shares for the five trading days leading up to the grant date.

Each Share Right will, subject to compliance with Origin's Dealing in Securities Policy, vest after the end of the following Closed Period (i.e. Share Rights granted in February following the release of the half-year results will vest in late August after the end of the Closed Period following the release of Origin's full-year results) and convert into a fully paid ordinary share subject to a dealing restriction (a Restricted Share).

The dealing restriction will end on the earliest of:

- the Non-executive Director ceasing to be a Director of the Company;
- the end of the restriction time period nominated by the Non-executive Director in their application for Share Rights (up to a maximum of 15 years from the date the Share Rights were granted); or
- the Board determining that the restriction period should end (for example, upon a change of control transaction or in exceptional circumstances applicable to an individual Director).

Non-executive Directors do not have dividend or voting rights with respect to Share Rights until they have vested. Following vesting, the Restricted Shares acquired by Directors will rank equally (in relation to dividend and other rights) with other fully paid ordinary shares.

Upon retirement from the Board, Non-executive Directors are entitled to retain any outstanding Share Rights, which will remain on foot and will vest in accordance with their original terms. There will be no restriction period applicable to the shares allocated in these circumstances. Any salary sacrifice contributions that have been deducted from a retiring Director and for which Share Rights have not been allocated will be repaid as normal fees less tax and, if applicable, superannuation contribution.

The Share Rights granted to Non-executive Directors under the NED Share Plan will not be subject to performance conditions or service requirements that could result in potential forfeiture. This is in line with best practice governance standards, which recommend that Non-executive Directors generally should not receive equity with performance hurdles attached as it may lead to bias in their decision making and compromise their objectivity.

If at any time the Board determines that the allocation of Share Rights or Restricted Shares would result in the Company breaching the Company's constitution, Group policy, any law, the ASX Listing Rules, or is otherwise inappropriate in the circumstances, the Board may defer the allocation of Share Rights or Restricted Shares until a more suitable time or, in the case of Share Rights, return the fees that have been salary sacrificed to the Non-executive Director.

8.3 ADDITIONAL INFORMATION

The maximum number of shares that may be acquired by Non-executive Directors under the FY26, FY27 and FY28 grants cannot be specified at this stage and will depend on the following factors:

- Origin's share price at the time of each allocation of Share Rights;
- the number of Non-executive Directors in office from time to time;
- the portion of fees sacrificed by each Non-executive Director in relation to each grant (capped at a maximum of 50 per cent

of annual Non-executive Director base fees). The current Non-executive Director fee pool is \$3,200,000 per annum, which means that the maximum amount of fee sacrificed in one year is \$1,600,000, if the whole Non-executive Director fee pool was used. This amount may be higher if shareholders approve the increase to the Non-executive Director fee pool as set out in Resolution 9 below; and

- the level of fees paid to Non-executive Directors from time to time.

The NED Share Plan was last approved by shareholders in 2022. Since then, there have been no new participants in, or new securities issued under, the NED Share Plan.

All Non-executive Directors currently in office may participate in the NED Share Plan. The current Non-executive Directors are Scott Perkins, Ilana Atlas, Maxine Brenner, Deion Campbell, Fiona Hick, Greg Lalicker, Mick McCormack, Stephen Mikkelsen, Nora Scheinkestel and Joan Withers. Maxine Brenner will retire following the conclusion of the 2025 AGM and will no longer be eligible to participate in the NED Share Plan.

No current or future Executive Director is eligible to participate.

Non-executive Directors are paid fees for their service as Directors. The current Director and committee fees for FY26 are set out below:

Office	Chair	Member
Board	\$700,000*	\$210,000
Audit and Risk Committee	\$60,000	\$30,000
Remuneration, People and Culture Committee and Safety and Sustainability Committee	\$50,000	\$25,000
Nomination Committee	Nil	Nil

* The Chair fee is inclusive of committee fees

No loans will be made available in relation to the allocation of Share Rights or shares under the NED Share Plan.

Details of any securities issued under the NED Share Plan will be published in each Annual Report of the Company relating to a period in which securities have been issued and that approval for the issue of securities was obtained under ASX 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 NED Share 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 unless an exception applies.

If shareholder approval is obtained, Share Rights will be granted to satisfy FY26, FY27 and FY28 allocations under the NED Share Plan, with all Share Rights to be granted by 15 October 2028, being three years following the date of this meeting. It is intended that the NED Share Plan may operate indefinitely, and therefore shareholder approval will need to be refreshed for grants made after FY28 if the NED Share Plan remains in place. If shareholder approval is not obtained, Non-executive Directors will not be able to participate in the NED Share Plan.

The ASX 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 3 of this Notice of Meeting.

DIRECTORS' RECOMMENDATION

Because the Non-executive Directors 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 Chair of the meeting intends to vote undirected proxies
IN FAVOUR of Resolution 8.

9 Increase in aggregate cap of Non-executive Directors' remuneration

In accordance with rule 9.6(a) of the Company's constitution and ASX Listing Rule 10.17, the Company is seeking approval from shareholders to increase the maximum aggregate amount available for Non-executive Directors' remuneration from \$3,200,000 to \$3,600,000 per financial year, an increase of \$400,000. The current maximum aggregate amount of \$3,200,000 was approved by shareholders at the 2017 AGM.

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate remuneration that may be paid to non-executive directors without the approval of shareholders. Rule 9.6(a) of the Company's constitution also provides that the total amount of remuneration provided to all the directors of the Company in any year may not exceed the amount approved by the Company in general meeting.

9.1 NON-EXECUTIVE DIRECTORS' REMUNERATION AND FEE STRUCTURE

The fees payable to Non-executive Directors are reviewed annually by the Remuneration, People and Culture Committee. The remuneration provided to each Non-executive Director for the year ended 30 June 2025 is detailed in the Remuneration Report. In respect of the financial year ended 30 June 2025, the total aggregate amount of remuneration paid to Non-executive Directors was approximately \$2,559,000. This amount includes statutory superannuation contributions but does not include other payments that may be payable to the Non-executive Directors, as provided for in the Company's constitution.

It is not the Company's intention to use the whole of the new maximum aggregate immediately. The Chair and Non-executive Director base fees have only had modest increases since the last time the aggregate fee cap was increased. For FY26, as noted in section 6.1 of the Remuneration Report, there was an increase to Chair and Non-executive Director base fees of \$10,000 and \$6,000 respectively, and no change to Committee fees. However, the Board believes it is appropriate to seek shareholder approval to increase the maximum aggregate amount for Non-executive Directors' fees for the following reasons:

- the Company expects there to be an increase in the number of Non-executive Directors while the Board is undergoing renewal and therefore more of the maximum aggregate amount will be utilised than previously;
- to continue to attract and retain individuals of the highest calibre to oversee the strategic and operational priorities of the Company through the energy transition;
- to allow for new Non-executive Directors being appointed to the Board and provide for appropriate transition periods as part of an active Board renewal and succession planning process; and
- to allow for future adjustments in line with market conditions.

In deciding to seek shareholder approval for the increase to the maximum aggregate amount, a review was undertaken of the

prevailing levels of Non-executive Director remuneration across companies within the S&P/ASX 50 Index. The amount of the increase and the percentage of the increase to the maximum aggregate amount are appropriate and are consistent with recent shareholder approvals obtained by other S&P/ASX 50 companies.

Shareholders should note that the proposed increase in maximum aggregate amount does not relate to salaries paid to the Chief Executive Officer and Managing Director in his capacity as an executive of the Company. He does not receive remuneration in the form of directors' fees in addition to his salary as disclosed in the Remuneration Report.

9.2 INFORMATION REQUIRED BY THE ASX LISTING RULES

If shareholder approval is obtained, the Non-executive Directors' remuneration limit will be \$3,600,000 per financial year, an increase of \$400,000.

If shareholder approval is not obtained, the Non-executive Directors' remuneration limit will remain unchanged at \$3,200,000 per financial year.

No securities have been issued to a Non-executive Director under ASX Listing Rules 10.11 or 10.14 with the approval of shareholders at any time within the last three years.

The ASX 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 of Meeting.

DIRECTORS' RECOMMENDATION

Because the Non-executive Directors 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 Chair of the meeting intends to vote undirected proxies
IN FAVOUR of Resolution 9.

10 Renewal of proportional takeover provisions

The *Corporations Act* permits a company's constitution to include a provision that enables it to refuse to register shares acquired under a proportional takeover bid, unless shareholders approve the bid.

Rule 15 of the Company's constitution was approved by shareholders in 2022, but that approval (and therefore the rule) ceases to have effect on 19 October 2025. The Directors consider it in the interests of shareholders to continue to have a proportional takeover provision in the Company's constitution and, accordingly, shareholders are being asked to renew the proportional takeover provision contained in rule 15 of the Company's constitution with effect from the date of this meeting for a further period of three years. A copy of the Company's constitution can be found on the Company's website (www.originenergy.com.au).

10.1 PROPORTIONAL TAKEOVER BID

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares (i.e. less than 100 per cent). This means that control of the Company may pass without shareholders having the chance to sell all their shares to the bidder. It also means the bidder may take

control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, a company may provide in its constitution that:

- in the event of a proportional takeover bid being made for shares in the company, shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- the majority decision of the company's shareholders will be binding on all individual shareholders.

The Directors consider that shareholders should be able to vote on whether a proportional takeover bid ought to proceed, given such a bid might otherwise allow control of the Company to change without shareholders being given the opportunity to dispose of all their shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid shareholders feeling pressure to accept the bid even if they do not want it to succeed.

10.2 EFFECT OF A PROPORTIONAL TAKEOVER BID PROVISION

If a proportional takeover bid is made, the Directors must ensure that a general meeting to approve the bid is held more than 14 days before the last day of the bid period, at which shareholders will consider a resolution to approve the takeover bid.

Each shareholder will have one vote for each fully paid share held, with the vote to be decided on a simple majority. The bidder and its associates are not allowed to vote.

If the resolution is not passed at that meeting, no transfer will be registered, and the offer will be taken to have been withdrawn. If the resolution is not voted on, the bid will be taken to have been approved. If the bid is approved (or taken to have been approved), all valid transfers must be registered.

The proportional takeover approval provisions do not apply to full takeover bids and, if renewed, will only apply for three years after the date of the renewal. The provisions may be renewed for a further three-year period, but only by a special resolution passed by shareholders.

10.3 POTENTIAL ADVANTAGES AND DISADVANTAGES

The potential **advantages** of the proportional takeover approval provisions for shareholders include:

- shareholders will be given the right to decide by majority vote whether to accept a proportional takeover bid;
- the provisions may help shareholders avoid being locked in as a minority, and may prevent a bidder acquiring control of the Company without paying an adequate control premium (i.e. paying for all of their shares);
- the provisions may increase shareholders' bargaining power and may help ensure that any bid is adequately priced; and
- knowing the view of the majority of shareholders may help each individual shareholder to decide whether to accept or reject the proportional offer.

The potential **disadvantages** include:

- they may discourage proportional takeover bids being made for shares in the Company;
- shareholders may lose an opportunity to sell some of their shares at a premium;

- the likelihood of a proportional takeover succeeding may be reduced. During the last three years that the existing proportional takeover provisions have been in effect, there were no takeover bids for the Company; and
- the provisions may be considered an additional restriction on the ability of individual shareholders to deal freely in their shares.

The Directors are not aware of any potential bid that was discouraged by rule 15 of the Company's constitution.

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them, other than in their capacity as shareholders. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

During the period in which rule 15 in the Company's Constitution has been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders, respectively, during this period.

The Directors consider that the potential advantages for shareholders of the proportional takeover provisions operating for the next three years outweigh the potential disadvantages.

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire or to increase the extent of a substantial interest in the Company.

DIRECTORS' RECOMMENDATION

*The Board recommends that shareholders vote **IN FAVOUR** of Resolution 10.*

*The Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 10.*

11 Adoption of the 2025 Climate Transition Action Plan

This item is an advisory vote in relation to the Company's 2025 Climate Transition Action Plan, which was published on 14 August 2025 and is available on the Company's website (www.originenergy.com.au).

In this second Climate Transition Action Plan, we report on the progress Origin has made in preparing our business for a lower carbon future, affirm our commitment to our 2030 emissions reduction targets and long-term ambition to be net zero emissions by 2050, and outline the actions we will continue to take towards decarbonising our business.

As a leading Australian energy company with operations spanning gas production, power generation and energy retailing, Origin has an important opportunity to contribute to the energy transition in Australia and champion the benefits it will bring to homes and businesses. Origin is also able to play a role in actively managing and mitigating the challenges created by the transition for the energy market and stakeholders.

We do not underestimate the challenge ahead to achieve net zero emissions for our business. However, we continue to believe that decarbonisation is good for our customers and the environment, and successful execution of our strategy will continue to support both our emissions reductions targets and value for shareholders.

This advisory resolution is not intended in any way to undermine the Board's accountability for setting the Company's strategy, which the Directors recognise as their responsibility to shareholders. This non-binding, advisory resolution does not in any way limit that continuing accountability. This resolution forms part of the Company's ongoing commitment to transparency and dialogue with shareholders and stakeholders, and the Board welcomes the continued engagement, challenge and support.

Accordingly, the intent of the resolution is to provide the Company's shareholders as a whole with an opportunity to discuss and provide feedback on our 2025 Climate Transition Action Plan. While the advisory vote is not binding on the Directors or the Company, the Board will take the outcome of the vote and discussion at the meeting into account in determining how Origin progresses, evaluates and looks to improve upon the initiatives set out in the Climate Transition Action Plan. The Directors retain ultimate responsibility for the Company's strategy.

DIRECTORS' RECOMMENDATION

*The Directors recommend shareholders vote **IN FAVOUR** of Resolution 11.*

*The Chair of the meeting intends to vote undirected proxies **IN FAVOUR** of Resolution 11.*

Directory

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Auditor

EY

Further information about Origin's
performance can be found on our website:
originenergy.com.au



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YOUR VOTE IS IMPORTANT

Origin's Annual General Meeting will be held at Shangri-La Sydney, 176 Cumberland Street, The Rocks, Sydney, NSW 2000 on Wednesday, 15 October 2025 at 10:00am AEDT.

For your proxy appointment and vote to be effective it must be recorded before **10:00am AEDT on Monday, 13 October 2025**.

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/originagm2025>

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 6, 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 6, 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.

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, 13 October 2025**. 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/originagm2025> 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

Attending the Meeting

If you appoint a proxy prior to the meeting but subsequently attend the meeting in person, you will have the opportunity to retain your prior instruction or revoke it and vote in person during 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 **Shangri-La Sydney, 176 Cumberland Street, The Rocks, Sydney, NSW 2000 on Wednesday, 15 October 2025 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 6, 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 6, 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** all Resolutions.
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 has not made a recommendation on Resolutions 8 and 9. The Board recommends shareholders vote FOR all other Resolutions.

		For	Against	Abstain*
Resolution 2	Election of Ms Fiona Hick	☐	☐	☐
Resolution 3	Election of Mr Stephen Mikkelsen	☐	☐	☐
Resolution 4	Re-election of Mr Greg Lalicker	☐	☐	☐
Resolution 5	Re-election of Dr Nora Scheinkestel	☐	☐	☐
Resolution 6	Remuneration Report (non-binding Resolution)	☐	☐	☐
Resolution 7	Equity grants to Managing Director and Chief Executive Officer Mr Frank Calabria	☐	☐	☐
Resolution 8	Non-executive Director Share Plan	☐	☐	☐
Resolution 9	Increase in aggregate cap of Non-executive Directors' remuneration	☐	☐	☐
Resolution 10	Renewal of proportional takeover provisions (special Resolution)	☐	☐	☐
Resolution 11	Adoption of the 2025 Climate Transition Action Plan (non-binding Resolution)	☐	☐	☐

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 / / 2025