

Annexure 4.

Notice of Scheme Meeting

Origin Energy Limited ACN 000 051 696 (**Origin**)

Notice is hereby given that, by an order of the Supreme Court of New South Wales (**Court**) made on 18 October 2023, pursuant to subsection 411(1) of the Corporations Act, a meeting of holders of fully paid ordinary shares in Origin (**Scheme Meeting**) will be held as follows:

Date: 23 November 2023

Time: 2.00pm (Sydney time)

Venue: The Swissôtel Sydney, 68 Market Street, Sydney, NSW.

Business of the meeting

The purpose of the meeting is to consider and, if thought fit, to approve a scheme of arrangement proposed to be made between Origin and Origin Shareholders (with or without amendment or any alterations or conditions required by the Court to which Origin and MidOcean Reef Bidco Pty Ltd agree) (the **Scheme**).

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet, of which this notice forms part.

Additional information about the Scheme Meeting is set out in the explanatory notes that accompany and form part of this notice.

Resolution

The meeting will be asked to consider and, if thought fit, pass (with or without amendment) the following resolution (the **Scheme Resolution**):

“That, pursuant to and in accordance with the provisions of section 411 of the *Corporations Act 2001* (Cth), the scheme of arrangement proposed between Origin Energy Limited and the holders of its ordinary shares, as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Origin Energy Limited and MidOcean Reef Bidco Pty Ltd agree.”

Dated 18 October 2023

By order of the Court and the Origin Board

sign here:



Company Secretary

print name:

Helen Hardy

Explanatory notes

1. General

This Notice of Scheme Meeting, including these explanatory notes, relates to the Scheme and should be read in conjunction with the Scheme Booklet dated 18 October 2023, of which this Notice of Scheme Meeting forms part. The Scheme Booklet contains important information to assist you in determining how to vote on the Scheme Resolution.

A copy of the Scheme is set out in Annexure 2 of the Scheme Booklet.

Capitalised terms used but not defined in this notice have the defined meanings set out in Section 10 of the Scheme Booklet, unless the context otherwise requires.

2. Scheme Meeting format

The Scheme Meeting will be held as an in person meeting. This means that Origin Shareholders and their authorised proxies, attorneys and corporate representatives will be able to participate in the Scheme Meeting by attending in person at the Swissôtel Sydney, 68 Market Street, Sydney, NSW.

Origin Shareholders who are unable to attend in person can view the Scheme Meeting via live webcast at <https://originenergy.com.au/scheme2023>. Shareholders watching online will not be able to vote, ask questions or make comments via the webcast.

Origin Shareholders who are unable to, or do not wish to, participate in the Scheme Meeting in person are encouraged to submit a directed proxy vote as early as possible and in any event by 2.00pm (Sydney time) on 21 November 2023 by completing and submitting the proxy form in accordance with the instructions on that form.

Even if you plan to attend the Scheme Meeting we encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot attend the meeting.

3. Chair

The Court has directed that Scott Perkins is to act as Chair of the meeting (and that, if Scott Perkins is unable or unwilling to act, Nora Scheinkestel is to act as Chair of the meeting).

4. Required Majorities

For the proposed Scheme to be binding in accordance with section 411 of the Corporations Act, the Scheme Resolution must be approved by:

- unless the Court orders otherwise, a majority in number (more than 50 per cent) of Origin Shareholders present and voting (either in person or by proxy, attorney or, in the case of corporate Origin Shareholders, body corporate representative) at the Scheme Meeting; and
- at least 75 per cent of the votes cast on the Scheme Resolution at the Scheme Meeting by Origin Shareholders present and voting (either in person or by proxy, attorney or, in the case of corporate Origin Shareholders, body corporate representative).

5. Court approval

Under paragraph 411(4)(b) of the Corporations Act, the Scheme (with or without amendment or any alteration or condition required by the Court) is subject to the approval of the Court. If the Scheme Resolution is passed by the Requisite Majorities and the other Conditions Precedent to the Scheme (other than approval by the Court) are satisfied or waived (if capable of waiver) by the time required under the Scheme, Origin intends to apply to the Court for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

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6. Entitlement to vote

The time for determining eligibility to vote at the Scheme Meeting is 7.00pm (Sydney time) on 21 November 2023. Only those Origin Shareholders entered on the Register at that time will be entitled to participate in and vote at the meeting, either in person, by proxy or attorney, or in the case of a corporate Origin Shareholder, by a body corporate representative. Share transfers registered after that time will be disregarded in determining voting entitlements at the Scheme Meeting. The remaining comments in these explanatory notes are addressed to Origin Shareholders entitled to attend and vote at the meeting.

7. Participation in the Scheme Meeting

7.1 Participating in person

Participants who intend to attend the Scheme Meeting are asked to arrive at least 30 minutes prior to the time the meeting is to commence, so that either their shareholding can be checked against the Origin Share Register, or any power of attorney or certificate of appointment of corporate representative verified, and their attendance noted.

7.2 Updates

Please 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 Scheme Meeting.

7.3 Watching the webcast

Shareholders may watch a live webcast of the Scheme Meeting online at <https://originenergy.com.au/scheme2023>. Shareholders watching online will not be able to participate in the Scheme Meeting, vote, ask questions, or make comments via the webcast.

8. How to vote

Voting at the Scheme Meeting will be conducted by poll.

If you are an Origin Shareholder entitled to vote at the Scheme Meeting, you may vote:

- **by attending the Scheme Meeting in person**, at the Swissôtel Sydney, 68 Market Street, Sydney, NSW;
- **by appointing a proxy**, by completing and submitting the proxy form that accompanied the Scheme Booklet. To be valid, your proxy appointment must be received by the Origin Share Registry by 2.00pm (Sydney time) on 21 November 2023;
- **by attorney**, by appointing an attorney to participate in and vote at the Scheme Meeting on your behalf and providing a duly executed power of attorney to the Origin Share Registry by 2.00pm (Sydney time) on 21 November 2023; or
- **by corporate representative**, in the case of a body corporate, by appointing a body corporate representative to participate in and vote at the Scheme Meeting on your behalf, and providing a duly executed 'Appointment of Corporate Representative' form (in accordance with section 250D of the Corporations Act) prior to the Scheme Meeting in accordance with section 10.4 below.

9. Jointly held securities

If you hold Origin Shares jointly with one or more other persons and more than one of you attempts to vote at the meeting (personally, or by proxy, attorney or corporate representative), only the vote of the holder whose name appears first on the Register will be counted.

See also the comments in section 10.2 below regarding the appointment of a proxy by persons who jointly hold Origin Shares.

10. Voting

10.1 Voting in person

Participants who are attending the Scheme Meeting in person may vote using the electronic voting handset provided at the meeting.

10.2 Voting by proxy

If you are unable to participate and vote at the Scheme Meeting, you may appoint an individual or a body corporate as a proxy to attend the meeting in person and vote.

An Origin Shareholder entitled to participate in and vote at the Scheme Meeting may appoint a person to participate in and vote at the meeting as their proxy at any time between the date of this notice and 2.00pm (Sydney time) on 21 November 2023. Proxy forms received after this time will be invalid.

To appoint a proxy, you should complete and return the proxy form that accompanied this Scheme Booklet in accordance with the instructions on that form. Please refer to section 10.5 of this Notice of Scheme Meeting below for further details in relation to how to submit a proxy form.

The following applies to proxy appointments:

- your proxy or proxies need not be another Origin Shareholder, and may be an individual or body corporate;
- each proxy will have the right to vote on the poll and to ask questions at the meeting;
- an Origin Shareholder who is entitled to cast two or more votes at the Meeting may appoint up to two proxies and may specify the proportion or number of votes each proxy may exercise. If you wish to appoint a second proxy, a second hard copy proxy form should be used and you should clearly indicate on the second proxy form that it is a second proxy and not a revocation of your first proxy. Both proxy forms should be returned together in the same envelope. If you wish to appoint two proxies using hard copy forms, you may copy your proxy form or obtain a second proxy form. You can obtain a second proxy form, or a replacement proxy form, from the Origin Share Registry or online at www.investorserve.com.au;
- if you appoint two proxies, each proxy should be appointed to represent a specified proportion of your voting rights. If you do not specify the proportions in the proxy forms, each proxy may exercise half of your votes with any fractions of votes disregarded;
- if you hold Origin Shares jointly with one or more other persons, each joint holder should sign the proxy form;
- if a body corporate is appointed as a proxy, it must ensure that it appoints an individual as its corporate representative (in accordance with section 250D of the Corporations Act) to exercise its powers as proxy at the Scheme Meeting in accordance with section 10.4 below; and
- if a proxy form is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed proxy form unless the power of attorney or other authority has previously been noted by the Origin Share Registry.

A vote given in accordance with the terms of a proxy appointment is valid despite the revocation of that appointment, unless notice in writing of the revocation has been received by the Origin Share Registry before the start of the meeting (or, if the meeting is adjourned or postponed, before the resumption of the meeting in relation to the resumed part of the meeting) in any of the ways set out in section 10.5 below.

If you have appointed a proxy and participate in and vote at the Scheme Meeting, the authority of your proxy to participate and vote on your behalf, is automatically suspended. However, if you view the live webcast of the meeting, you will not revoke your proxy appointment.

You should consider how you wish your proxy to vote. That is, whether you want your proxy to vote 'for' or 'against', or abstain from voting on, the Scheme Resolution, or whether to leave the decision to the proxy after he or she has considered the matters discussed at the meeting.

If you do not direct your proxy how to vote on an item of business, the proxy may vote, or abstain from voting, as he or she thinks fit. If you instruct your proxy to abstain from voting on an item of business, they are directed not to vote on your behalf, and the shares the subject of the proxy appointment will not be counted in computing the required majority.

If you return your proxy form:

- without identifying a proxy on it, you will be taken to have appointed the Chair of the meeting as your proxy to vote on your behalf; or
- with a proxy identified on it but your proxy does not attend or participate in the meeting, the Chair of the meeting will act in place of your nominated proxy and vote in accordance with any directions on your proxy form.

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The Chair of the meeting intends to vote all valid undirected proxies in favour of the Scheme Resolution, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Origin Shareholders.

Proxies of eligible Origin Shareholders who attend in person will be admitted to the meeting and given an electronic voting handset on providing their name and address at the point of entry to the meeting.

10.3 Voting by attorney

You may appoint no more than two attorneys to attend and vote at the meeting on your behalf. Your attorney need not be another Origin Shareholder. Each attorney will have the right to vote on the poll and also to ask questions at the meeting.

The power of attorney appointing your attorney to participate in and vote at the meeting must be duly executed by you and specify your name, the company (that is, Origin Energy Limited), and the attorney, and also specify the meeting at which the appointment may be used. The appointment may be a standing one.

The power of attorney, or a certified copy of the power of attorney, should be received by the Origin Share Registry before 2.00pm (Sydney time) on 21 November 2023 (or, if the meeting is adjourned or postponed, no later than 48 hours before the resumption of the meeting in relation to the resumed part of the meeting) in any of the ways specified for proxy forms in section 10.5 below.

A validly appointed attorney wishing to participate in and vote at the Scheme Meeting will need to register their attendance and identify themselves as an attorney on the day of the meeting in person at the registration desk at the Swissôtel Sydney, 68 Market Street, Sydney, NSW. Attorneys must also bring with them, and hand in at the registration desk, a properly executed declaration of non-revocation of the power of attorney.

If you appoint two attorneys, each attorney should be appointed to represent a specified proportion of your voting rights. If you do not specify the proportions in the power of attorney, each attorney may exercise half of your votes.

10.4 Voting by corporate representative

A body corporate that is an Origin Shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the Scheme Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act, meaning that Origin will require a certificate of appointment of body corporate representative to be executed in accordance with the Corporations Act.

A form of 'Appointment of Corporate Representative' certificate may be obtained online from <https://boardroomlimited.com.au/investor-forms/>. The certificate of appointment may set out restrictions on the representative's powers.

A validly appointed corporate representative wishing to participate in and vote at the Scheme Meeting in person must bring and provide at the registration desk the certificate appointing them as the corporate representative of the relevant Origin Shareholder or proxy.

Alternatively, Origin Shareholders may submit the certificate:

- via email, by sending it to enquiries@boardroomlimited.com.au; or
- in any of the ways specified for proxy forms in section 10.5 of this Notice of Scheme Meeting, except that a form of appointment of corporate representative cannot be lodged online.

If a certificate is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been received by the Origin Share Registry.

10.5 How to submit a proxy form

To appoint a proxy, you should complete and submit the proxy form accompanying the Scheme Booklet in accordance with the instructions on that form.

To be effective, proxy appointments must be received by way of completed proxy forms by the Origin Share Registry by 2.00pm (Sydney time) on 21 November 2023 (or, if the meeting is adjourned or postponed, no later than 48 hours before the resumption of the meeting in relation to the resumed part of the meeting) in any of the following ways:

- **online:** at <https://www.votingonline.com.au/originscheme2023>;
- **by post in the provided reply paid envelope to the Origin Share Registry at the following address:**
Origin Energy Limited
C/o Boardroom Pty Limited
GPO Box 3993, Sydney NSW 2001
- **by fax to the Origin Share Registry on the following number:**
+61 2 9290 9655
- **by hand delivery to the Origin Share Registry during normal business hours (Monday to Friday, 9.00am to 5.00pm) at the following address:**
Boardroom Pty Limited
Level 8, 210 George Street, Sydney NSW 2000

Proxy Forms received after 2.00pm (Sydney time) on 21 November 2023 (or, if Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the meeting in relation to the resumed part of the meeting) will be invalid.

If a proxy form is completed by an individual or corporation under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed proxy form unless the power of attorney or other authority has previously been received by the Origin Share Registry.

11 Questions

Origin Shareholders will have a reasonable opportunity to ask questions during the Scheme Meeting.

Origin Shareholders who prefer to register questions in advance of the meeting are also invited to do so by submitting questions online at www.boardroomlimited.com.au/origin/scheme2023. To allow time to collate questions and prepare answers, please submit any questions by 2.00pm (Sydney time) on 21 November 2023.

Origin Shareholders are requested to restrict themselves to two questions or comments initially, and further questions will be considered if time permits. Questions and comments may be moderated to avoid repetition and to make them more concise.

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

12 Advertisement

Where this Notice of Scheme Meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone from ASX's website (www.asx.com.au) or from Origin's website (<https://www.originenergy.com.au/about/investors-media/>) or by contacting the Origin Share Registry.