



Corporate Governance Statement

For the year ended 30 June 2020



This statement has been approved by the Board and summarises the Company's governance practices that were in place throughout the financial year ended 30 June 2020. During the financial year and to the date of this Report, Origin has complied with all ASX Principles and Recommendations.

People and culture

Purpose, values and behaviours

Origin's purpose, "Getting energy right for our customers, communities and planet" is supported by five values:

1. Work as one team, one Origin.
2. Be the customer champion.
3. Care about our impact.
4. Find a better way.
5. Being accountable.

Behaviours, linked to each value, set expectations for how Origin asks its people to work every day and with each other.

Policies

Origin has a number of policies that set out conduct expectations and decision-making rights across the Group.

Code of Conduct

Origin's Code of Conduct is based on its purpose and values, and outlines how all directors, employees and other persons that act on behalf of Origin are expected to care for its people, business and reputation, and to perform their job in line with high ethical standards and applicable legal requirements.

The Board, through the Remuneration and People Committee, is informed of any material breaches of the Code of Conduct and the consequences.

The Code of Conduct is available on Origin's website.

Reporting and escalating concerns

Origin is committed to a culture that encourages its people and others to speak up about issues or conduct that concerns them.

Origin has a whistleblower policy for individuals to report any instance or suspicion of misconduct, or an improper state of affairs or circumstances involving its businesses, and provides protections and measures so that those who make a report may do so confidentially and without fear of reprisal, victimisation or detriment. Individuals may report their concerns either through their manager, People & Culture, nominated officers within the Group or an independent external reporting service where the person may remain completely anonymous. Origin will protect any person who makes a disclosure from detrimental conduct or the threat of detrimental conduct, as well as protect their identity.

The Whistleblower Policy is available on Origin's website.

Anti-bribery and facilitation payments

Origin has zero appetite for unacceptable behaviour in relation to bribery and corrupt business practices, and will comply with the laws of the jurisdictions in which we operate. Origin prohibits the offer, payment, solicitation or acceptance of bribes, improper benefits and facilitation payments in any form. This includes the use of third parties, including agents and representatives. Origin also has controls over the provision of gifts and gratuities, both directly and indirectly, to public officials or relatives or associates of public officials. The giving or receiving of gifts or hospitality is prohibited in all circumstances that may be regarded as compromising personal judgement or the judgement of others, or conflicts in any way with Origin's purpose, values and behaviours.

The Anti-bribery and Corruption Policy is available on Origin's website.

Dealing in Securities Policy

Origin's Dealing in Securities Policy prohibits Origin and its personnel from dealing in the securities of Origin or other companies in a way that breaches the law prohibiting insider trading, harms Origin's reputation or compromises confidence in Origin's practices in relation to securities dealings. It precludes any Origin personnel from engaging in short-term dealings in the Company's securities and margin loans should not be entered into if they could cause a dealing that requires, or allows for, Origin securities to be disposed of at a time that would be a breach of the policy, or is in breach of the general insider trading provisions of the *Corporations Act 2001 (Cth)*.

Origin personnel are also prohibited from entering into hedging transactions which operate to limit the economic risk of any of their unvested equity-based incentives.

The Dealing in Securities Policy is available on Origin's website.

Diversity

Origin believes that a commitment to diversity and inclusion is key to attracting, retaining and motivating employees in a competitive market for skills and talent. Origin's people policies and practices are aimed at promoting diversity and inclusion, embracing differences and eliminating unconscious biases.

Origin's Diversity and Inclusion Policy applies to all aspects of employment, including recruitment, selection, promotion, training, remuneration benefits and performance management. There are also procedures in place to prevent and eliminate unlawful discrimination and harassment.

The Diversity and Inclusion Policy is available on Origin's website.

Details of Origin's diversity targets for FY2020, the performance against those targets, the percentage of female representation in senior roles, and diversity targets for FY2021 can be found in the 2020 Sustainability Report.

Remuneration

The Remuneration Report sets out details of the Company's policies and practices for remunerating Directors, key management personnel and employees. It also sets out the Remuneration and People Committee's activities.

The remuneration of Non-executive Directors (NEDs) is structured separately from that of the Executive Directors and senior executives.

Board and Committees

Board composition, independence and skills

The Board’s size and composition is determined by the Directors, within limits set by Origin’s Constitution, which requires a Board of between five and 12 Directors. The composition of the Board shall:

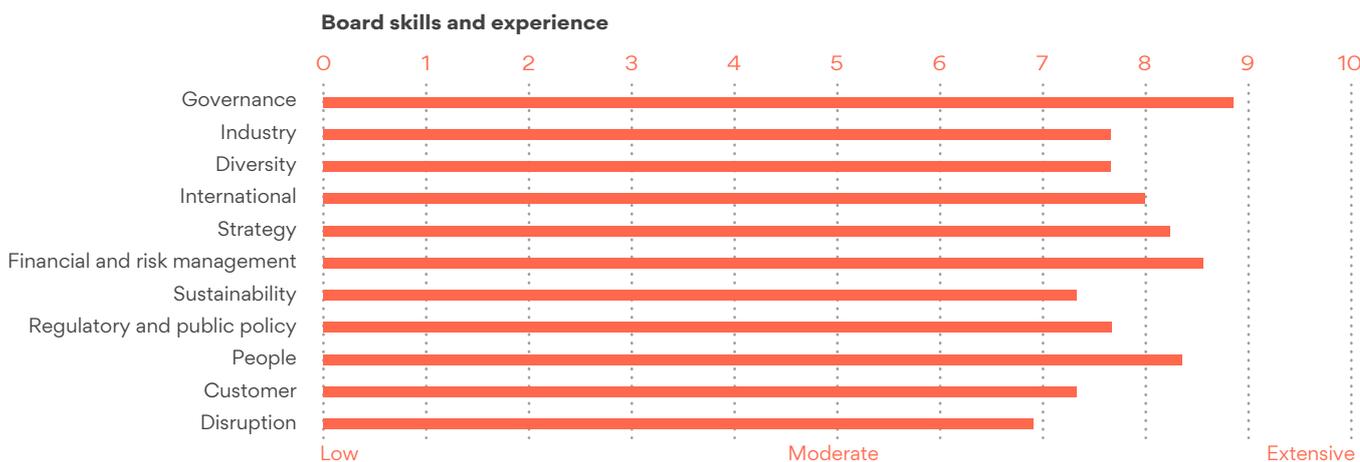
- take into account the needs of the Company, including diversity in all respects;
- be of an appropriate size; and
- collectively have the skills, commitment and knowledge of the Company and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Directors’ names, tenure, profiles and details of their skills, experience and special expertise are set out in the Directors’ Report.

The Company’s policy on the Independence of Directors requires that the Board is comprised of a majority of independent Directors. The Board reviews each Director’s independence annually. At its review for the FY2020 reporting period, the Board formed the view that all NEDs were independent. In defining the characteristics of an independent Director, the Board uses the ASX Principles and Recommendations, together with its own considerations of the Company’s operations and businesses and appropriate materiality thresholds. The Independence of Directors Policy, which is part of the Board Charter, is available on the Company’s website.

The Board reviews the skills matrix periodically to ensure it covers the skills needed to address existing and emerging business, and governance issues relevant to the entity.

Together, the Directors contribute the following key skills and experience:



Skills and experience

Governance

A commitment to and experience in setting best practice corporate governance policies, practices and standards. Ability to assess the effectiveness of senior management.

Industry

Experience in the energy or oil and gas industry, or upstream or integrated exploration and production company including in-depth knowledge of the Company’s strategy, markets, competitors, operational issues, technology and regulatory concerns. This includes advisory roles for these industries.

Diversity

Diversity in gender, background, geographic origin and experience (industry and public, private and non-profit sectors).

International

Exposure to international regions, either through experience working in an organisation with global operations or through management of international stakeholder relationships.

Understanding of different cultural, political, regulatory and business requirements.

Strategy

Senior executive and directorship experience, dealing with complex business models and projects. Experience in developing, setting and executing strategic direction and driving growth.

Financial and risk management

Senior executive experience in financial accounting and reporting, corporate finance, risk and internal controls. Experience in anticipating and evaluating risks that could impact the business and recognising and managing these risks through sound risk governance policies and frameworks.

Sustainability

Experience in programs implementing health, safety and environment, including mental health and physical wellbeing. Ability to identify economically, socially and environmentally sustainable developments and to set and

monitor sustainability aspirations, including relating to climate change.

Regulatory and public policy

Experience in the identification and resolution of legal and regulatory issues. Experience in public and regulatory policy, including how it affects corporations.

People

Experience in building workforce capability, setting a remuneration framework that attracts and retains high calibre executives, and in promoting diversity and inclusion.

Customer

Experience in industries with a high degree of customer-centricity.

Disruption

Background in an industry that has faced significant disruptive change.

Roles and responsibilities

The Board's roles and responsibilities are formalised in a Board Charter, which is available on the Company's website. The Charter sets out those functions that are delegated to management and those that are reserved for the Board.

The Board selects and appoints the Chairman from the independent Directors. The Chairman, Mr Cairns, is independent and his role and responsibilities are separate from those of the Managing Director & Chief Executive Officer (CEO).

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Prior to joining Origin, Directors and senior executives are provided with letters of appointment or service agreements, together with key Company documents and information, setting out their term of office, duties, rights and responsibilities, entitlements on termination, and the requirement to notify the Company of, or to seek the Company's approval before accepting any new role that could impact upon the time commitment expected of the Director or give rise to a conflict of interest. Directors are also asked to specifically acknowledge to Origin that they will have sufficient time to fulfil their responsibilities as a director.

Board and senior executive appointment and re-election

Prior to considering the appointment of a new Director, the Committee evaluates the balance of skills, knowledge, experience, independence and diversity on the Board, and identifies the appropriate capabilities required based on that assessment. If these criteria are met and the Board appoints the candidate as a Director, that Director will stand for election by shareholders at the following Annual General Meeting (AGM).

Before a Director is appointed, Origin undertakes appropriate evaluations. These include independent checks of a candidate's character, experience, education, criminal record, bankruptcy history, and any other factors that would affect the Company's or the individual's reputation.

Prior to the engagement of senior executives, appropriate background checks are also carried out, in accordance with Origin's recruitment policies.

Each year, the performance of the Directors retiring by rotation and seeking re-election under the Constitution is reviewed by the Nomination Committee (other than the relevant Director), the results of which form the basis of the Board's recommendation to shareholders. The review considers a Director's expertise, skill and experience,

along with his or her understanding of the Company's business, preparation for meetings, relationships with other Directors and management, awareness of ethical and governance issues, independence of thought and overall contribution.

Where a candidate is standing for election or re-election as Director, the notice of meeting will set out information on the candidate, including biographical details, qualifications and experience, independence status, outside interests and the recommendation of the rest of the Board on the resolution. Where relevant, it will confirm that the Company has conducted appropriate checks into the candidate's background and experience and will advise if those checks had revealed any information of concern.

Director induction and professional development

New Directors undertake induction training, tailored to their existing skills, knowledge and experience on Origin's strategy, structure, operations, culture and key risks. New Directors are provided with copies of Origin's key governance documents and policies and participate in comprehensive briefings with the Chairman of the Board, Chairs of each Board Committee, the CEO and the Executive Leadership Team (ELT), the Company Secretary, and the internal and external auditor. New Directors also undertake visits to Origin's major sites.

Directors also receive continuing professional education through ongoing briefings and workshops on industry, regulatory or other relevant topics, and attend industry or governance conferences to deal with new emerging business and governance issues.

Performance review

Each year, the Directors review the performance of the whole Board, Board Committees and individual Directors. This year, a full review was undertaken with assistance from an independent external consultant. This covered individual Director performance, the Board and Committees' activities and work program, time commitments, meeting efficiency and Board contribution to Company strategy, monitoring, compliance and the governance processes that support the Board. The whole Board discussed the results of the review and initiatives to improve or enhance Board performance and effectiveness were considered and recommended. Individual Director feedback was discussed directly between that Director and the Chairman. The Chairman's performance feedback is shared with the Board for discussion.

The performance of all key executives, including the CEO, is reviewed annually against:

- a set of personal financial and non-financial goals;
- Company and Business-Unit specific goals; and
- adherence to the Company's culture and standards of behaviour.

The Remuneration and People Committee and the Board consider the performance of the CEO and all members of the ELT when deciding whether to award performance-related remuneration through short-term and long-term incentives for the year completed and when assessing fixed remuneration for future periods. As part of that review, the Committee receives formal certification from the General Counsel and Executive General Manager responsible for internal audit and risk and the Executive General Manager of People and Culture, on each ELT member's performance in the areas of legal and compliance, audit and risk, and safety and people. The Committee also receives feedback from the Chairs of the Audit and Risk Committees on matters within each ELT member's relevant business or function that the Committee and Board may consider when exercising discretion in determining individual incentive outcomes. Further information on the outcomes of the FY2020 assessment of executive remuneration is set out in the Remuneration Report.

Board Committees

Five Committees assist the Board in executing its duties. Each Committee has its own Charter, setting out its role, responsibilities, composition, structure, membership requirements and operation. These are available on the Company's website. From time to time, other special Committees are convened to assist the Board with particular matters or to exercise the delegated authority of the Board. Each Committee's Chairman reports to the Board on the Committee's deliberations at the following Board meeting where the Committee meeting minutes are also tabled. All Directors have access to Committee papers and may attend Committee meetings unless there is a conflict of interest.

The members of each Committee and their attendance at Board and Committee meetings during FY2020 is set out in the Directors' Report.

Audit	Remuneration and People	HSE	Nomination	Risk
Each Committee assists the Board on matters relating to:				
<ul style="list-style-type: none"> - the integrity and adequacy of the Company's accounting and corporate reporting systems, policies and processes; - the internal control framework; and - the external and internal audit functions. 	<ul style="list-style-type: none"> - Origin's people strategies, policies, practices and Company culture; - diversity and inclusion; - the remuneration strategy, policy and structure and specific remuneration outcomes for the CEO and ELT; - ELT (other than CEO) appointments, development and succession planning. 	<ul style="list-style-type: none"> - Origin's HSE risks and/or impacts arising out of its activities and operations; - compliance with statutory HSE obligations and internal HSE requirements; - specific HSE risks and/or impacts and learnings from those; and - activities of executive management to enhance the HSE culture. 	<ul style="list-style-type: none"> - the composition of the Board, including Board skills, independence and diversity; - Board and CEO succession planning and appointment process; - Board and Director performance evaluation; and - Director induction and continuing professional development. 	<ul style="list-style-type: none"> - Origin's risk management framework; - the performance against the risk management framework; - material and emerging risks, such as conduct risk, digital disruption, cyber security, privacy and data breaches, sustainability and climate change; - the Company's compliance framework; - fraud; and - sustainability disclosures.
The Committee's membership consists of:				
<ul style="list-style-type: none"> - five NEDs, all of whom are independent, including the Chairman, who has significant financial expertise and is not the Chairman of the Board. All members of the Committee are financially literate, and the Committee possesses sufficient accounting and financial expertise and knowledge of the industry in which Origin operates. 	<ul style="list-style-type: none"> - four NEDs, all of whom are independent, including the Chairman. 	<ul style="list-style-type: none"> - the CEO and six independent NEDs. The direct impact the deliberations of the Committee can have on the day-to-day operations of Origin makes it appropriate for the CEO to be a member of the Committee. The majority of the Committee, and its Chairman, are independent. 	<ul style="list-style-type: none"> - five NEDs, all of whom are independent, including the Chairman. 	<ul style="list-style-type: none"> - six NEDs, all of whom are independent, including the Chairman.

Board and Committee meetings

In FY2020, the Board had 10 scheduled meetings, including a one-day strategic planning meeting. The Board and Committees also had four separate scheduled workshops to consider matters of particular relevance. Outside scheduled meetings, the full Board met on three other occasions to consider urgent matters. In addition, the Board and individual directors conducted visits of Company operations and met with operational management on various matters.

From time to time, the Board delegates its authority to non-standing committees of Directors to consider transactional or other matters. In the 12 months to 30 June 2020, four such additional Board Committee meetings were held.

At Board meetings, Directors receive reports from executive management on financial and operational performance, risk, strategy, people, HSE, and major projects or initiatives in which Origin is involved. In addition, the Directors receive reports from Board Committees and, as appropriate, presentations on opportunities and risks for the Company.

NEDs also meet without the presence of the CEO or other management to address such matters as succession planning, key strategic issues, and Board operation and effectiveness.

Access to advice and information

All Directors have access to Company employees, advisors and records. In carrying out their duties and responsibilities, Directors have access to advice and counsel from the Chairman and the Company Secretary and are able to seek independent professional advice at the Company's expense, after consultation with the Chairman.

Shareholders

Disclosure

Origin has adopted policies and procedures designed to ensure compliance with its continuous disclosure obligations under ASX Listing Rule 3.1 and make senior management and the Board accountable for that compliance. The Continuous Disclosure Policy is available on the Company's website.

All material matters are disclosed immediately to the stock exchanges on which Origin's securities are listed (and subsequently to the media, where relevant), as required by the relevant listing rules. All material investor presentations are released to the stock exchanges and are posted on the Company's website. Other reports or media statements that do not contain price-sensitive information are included on the Company's website. Shareholders can subscribe to an email notification service and receive notice of any stock exchange announcements released by the Company. The Board receives copies of all material market announcements promptly after they have been made.

Origin also provides periodic disclosure that keeps the market informed, including quarterly releases and half and full year reports to shareholders.

Origin also participates in industry conferences and hosts investor briefings. Copies of presentation materials of any new and substantive investor or analyst presentations are released to the stock exchanges ahead of the presentation.

Investor relations

Origin has a wide stakeholder engagement program and a dedicated investor relations function to facilitate effective two-way communication with investors. The Company participates in regular surveys to garner feedback from investors on how this function is performing and can be improved. The Chairman and the Chairman of the Remuneration and People Committee meet with investors and proxy advisors twice a year.

Website and electronic communications

Origin respects the rights of its shareholders and has adopted policies to facilitate the effective exercise of those rights through participation at general meetings and provision of information about Origin and its operations.

All communications from, and most communications to Origin's share registry are available electronically and shareholders are encouraged to take up the option of e-communications.

Shareholders can review the financial and non-financial performance of Origin via a half year report, shareholder review, annual report, sustainability report, investor presentations and annual general meeting materials. These reports are also available on the ASX and on Origin's website. Shareholders may also request hard copies.

Origin's website contains a list of key dates and all recent announcements, presentations, past and current company reports and notices of meetings. Shareholder meetings and results announcements are webcast and an archive of these meetings is published on the Company's website.

Annual General Meeting

Origin encourages shareholders to attend and participate in its AGM, either virtually, in person, by proxy or attorney, or by other means adopted by the Board. At the AGM, the Chairman allows a reasonable opportunity for shareholders to ask questions of the Board and the external auditors. The external auditor attends the Company's AGM and is available to answer questions from shareholders relevant to the audit. Shareholders who are unable to attend the AGM can view a webcast of the meeting on the Company's website.

As per the guidelines issued by ASIC in March 2020 on upcoming general meetings and financial reporting requirements during the COVID-19 pandemic, Origin's 2020 AGM will be held virtually. Shareholders are invited to attend the AGM through an online platform, which will provide similar opportunities to those available when attending an AGM in person.

All resolutions at an Origin's meeting of shareholders are decided by a poll rather than by a show of hands.

Risk and assurance

Risk framework

Origin's approach to risk management aims to embed a risk-aware culture in all decision-making and to manage risk in a proactive and effective manner. The Board has an overarching policy governing the Company's approach to risk oversight and management and internal control systems. This policy and further information on Origin's approach to managing its material risks is available on the Company's website.

The Company's risk policies are designed to identify, assess, manage and monitor strategic, operational, financial and project risks, and mitigate the impact in the event that they materialise. The Board has also approved policies for hedging interest rates, foreign exchange rates and commodities. Certain risks are covered by insurance.

Management is responsible for the design and implementation of the risk management and internal control systems to manage the Company's risks. Management reports to the Risk Committee on how material risks are being managed and the effectiveness of controls in place to mitigate those risks. The Risk Committee has an annual calendar that includes regular detailed risk profile reviews.

The Risk Committee reviews the Company's risk management framework annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board. This includes the Committee satisfying itself that the risk management framework deals adequately with emerging risks such as conduct risk, digital disruption, cyber security, privacy and data breaches, sustainability and climate change. The Risk Committee oversees the Company's insurance program, having regard to the Company's business and the associated insurable risks.

A review of the risk management framework was completed during the financial year and it found the framework to be sound. Management has reported to the Risk Committee and the Board that, as at 30 June 2020, the framework is sound.

Assurance

Origin's approach to managing risks and controls reflects the 'three lines of defence' model. The first line of defence comprises operational business managers that own and manage risks. The second line comprises the corporate functions that oversee/monitor/challenge risks. The third line comprises the Origin group internal audit function that assures compliance with policies and standards.

The internal audit function utilises both internal and external resources to provide an independent appraisal of the adequacy and effectiveness of the Company's risk management and internal control systems. The internal auditor has direct access to the Chairs of the Audit and HSE Committees and management and has the right to seek information. A risk-based approach is used to develop the annual internal audit plan, aligning planned internal audit activities to the Company's material risks. The internal audit plan is approved by the Audit and HSE Committees annually and reviewed quarterly for the effectiveness of its governance, risk management and internal control processes.

In addition to internal audit activities, first and second line assurance activities are undertaken across the business. These activities are reported through to the relevant executive and, where appropriate, relevant Board Committees.

CEO/CFO sign-off

Prior to approval of the Company's financial statements for each financial period, the Managing Director & CEO and the CFO give the Board a declaration that, in their opinion, the financial records have been properly maintained, that the financial statements complied with the accounting standards and gave a true and fair view, and that their opinion had been formed on the basis of a sound system of risk management and internal compliance and control, which was operating effectively.

External audit

The external auditors have direct access to the Chairman of the Audit Committee and meet separately with the Audit Committee without management present.

The Committee reviews the independence of the external auditor, including the nature and level of non-audit services provided, and reports its findings to the Board every six months.

Environmental, social and governance (ESG) matters

Beyond the financial results, Origin is witnessing changes in community attitudes and increased focus on local and global environmental challenges. Origin recognises the need for disclosure and transparent decision making to help investors assess both short-term and long-term risks and prospects.

Origin assesses the environmental and social risks associated with projects and operations. Projects are developed with precautionary engineering and management measures in place to mitigate or manage key environmental and social risks, and operations are managed using policies and procedures to control remaining environmental and social risks. Environmental and social risk management is subject to periodic audits and assurance.

One source of environmental risks relates to climate change. As one of Australia's largest power generators, Origin closely measures, manages and reports on the greenhouse gas emissions associated with its operations. These emissions are governed by laws and regulations. Origin has set emissions reductions targets and has a five-pillar strategy to decarbonise its business and achieve these targets, including exiting coal-fired generation by 2032 and significantly growing renewable generation in its portfolio.

Further information on Origin's management and performance in the social and environmental aspects in operating its business, including further details on its emissions reduction targets and decarbonisation strategy, is contained in the 2020 Sustainability Report.

Origin measures its reputation (that is how it is perceived by Australians, including shareholders) using the RepTrak® methodology. Origin's reputation performance and reputation risk issues are periodically reported to the Board.

In addition to stakeholder measurement through RepTrak®, Origin also engages external advisors to provide real-time monitoring of mainstream and social media to evaluate the external operating environment and ensure emerging risks, issues and shifting public and policy debates are identified and addressed accordingly. Quarterly quantitative and qualitative mainstream media analysis is undertaken to better understand external trends, sentiment and key public influencers.

These insights influence and inform Origin's external affairs and stakeholder engagement strategies, as well as customer-facing positioning and community engagement programs.

Sustainability reporting

Origin is a supporter of the Financial Stability Board's Taskforce on Climate-related Financial Disclosures (TCFD) and commenced implementing the recommendations of the TCFD in FY2018. FY2020 disclosures aligned with the TCFD recommendations are contained in the 2020 Sustainability Report.

Sustainability reporting is guided by the Global Reporting Initiative and includes disclosures of material ESG aspects of the Company's business activities. This year, Origin has reported the sustainability aspects that are considered the most important to our stakeholders. We have identified where each of these aspects aligns with the Sustainable Development Goals of the United Nations' 2030 Agenda for Sustainable Development.

Origin also discloses other ESG information according to the *National Greenhouse and Energy Reporting Act 2007 (Cth)*, as well as voluntary disclosure platforms such as the Carbon Disclosure Project. Origin regularly engages with and provides requested information to research firms. Origin continued to be included in the FSTE4Good Index and once again received MSCI ESG's AA rating during the period.

Customers

Customers are a central part of Origin's engagement, innovation and value creation. Origin continues to adapt processes, introduce new products and invest in technology to provide customers with greater choice, better value and an improved customer experience. Our 2020 Sustainability Report provides further information on Origin's interaction with its customers.

Stakeholder engagement

Origin's projects and operations necessitate interaction with a range of stakeholders including local communities, business partners, government, industry, media, suppliers and non-governmental organisations (NGOs). Origin has a program to support these stakeholder interactions and facilitate constructive relationships, including:

- dedicated community advisors to help facilitate and implement Origin's engagement with local communities and regular dialogue with the communities in which Origin operates;
- a government relations team that regularly interacts with policy makers to help develop sound and stable policy to ensure business certainty;
- a dedicated external affairs team with regular interaction with media and NGOs to create a better understanding of Origin's business; and
- contributions to the formulation of public policy, which we make through submissions to various enquiries.

Further information on Origin's approach to its people, communities and governments can be found in the 2020 Sustainability Report.

Origin's approach to industry association memberships can also be found in the 2020 Sustainability Report and on its website.

Information referred to in this Corporate Governance Statement as being on the Company's website may be found at the web address originenergy.com.au/governance

Directory

Registered Office

Level 32, Tower 1
100 Barangaroo Avenue
Barangaroo, NSW 2000

GPO Box 5376
Sydney NSW 2001

T (02) 8345 5000
F (02) 9252 9244

originenergy.com.au
enquiry@originenergy.com.au

Secretary

Helen Hardy

Share Registry

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

GPO Box 3993
Sydney NSW 2001

T Australia 1300 664 446
T International (+61 2) 8016 2896
F (02) 9279 0664

boardroomlimited.com.au
origin@boardroomlimited.com.au

Auditor

EY



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

[originenergy.com.au](https://www.originenergy.com.au)

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Origin Energy Limited

ABN/ARBN

30 000 051 696

Financial year ended:

30 June 2020

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.originenergy.com.au/about/investors-media/reports-and-results.html>

The Corporate Governance Statement is accurate and up to date as at 20 August 2020 and has been approved by the board. The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 20 August 2020



Helen Hardy
Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/board_charter_jan2020.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/Diversity_Inclusion_Policy_2020.pdf</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>2020 Annual Sustainability Report https://www.originenergy.com.au/about/sustainability/sustainability-reports.html</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: “Performance Review” section of the 2020 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance.html</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>“Performance Review” section of the 2020 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>“Performance Review” section of the 2020 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance.html</p> <p>and</p> <p>“Company performance and remuneration outcomes” section of the 2020 Remuneration Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>“Performance Review” section of the 2020 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance.html</p> <p>and</p> <p>“Company performance and remuneration outcomes” section of the 2020 Remuneration Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/nom_comm_charter_2019.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: "Directors & Company Secretary and Directors Meetings" section of the 2020 Directors Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p> <p>N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: "Board & Committees" Section of the 2020 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>“Directors & Company Secretary and Directors Meetings” section of the 2020 Directors Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p> <p>and, where applicable, the information referred to in paragraph (b) at: N/A</p> <p>and the length of service of each director at:</p> <p>“Directors & Company Secretary” section of the 2020 Directors Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: Code of Conduct https://www.originenergy.com.au/content/dam/origin/about/investors-media/code-of-conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/code-of-conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/whistleblower-policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/202006_antibribery_and_Corruption_policy_externa	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/audit-committee-charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: “Directors & Company Secretary & Directors’ Meetings” sections of the 2020 Directors’ Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p> <p>N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/continuous_disclosure_policy_2019.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.originenergy.com.au/about/investors-media.html	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: “Shareholders” section of the 2020 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/risk-committee-charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: "Directors & Company Secretary & Directors' Meetings" sections of the 2020 Directors' Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p> <p>N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>"Risk & Assurance" section of the 2020 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>“Risk & Assurance” section of the 2020 Corporate Governance Statement</p> <p>https://www.originenergy.com.au/about/investors-media/governance.html</p> <p>N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>“Environmental, Social and Governance (ESG) matters” section of the Corporate Governance Statement and the 2020 Sustainability Report</p> <p>https://www.originenergy.com.au/about/sustainability/sustainability-reports.html</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>“Environmental, Social and Governance (ESG) matters” section of the Corporate Governance Statement and the 2020 Sustainability Report</p> <p>https://www.originenergy.com.au/about/sustainability/sustainability-reports.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/rpc_Charter_2019.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: “Directors & Company Secretary & Directors’ Meetings” sections of the 2020 Directors’ Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p> <p>N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: 2020 Remuneration Report contained as part of the Directors’ Report https://www.originenergy.com.au/about/investors-media/reports-and-results.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: Dealing in Securities Policy https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/dealing_securities_policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES – NOT APPLICABLE			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES – NOT APPLICABLE			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the information referred to in paragraphs (a) and (b) at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>