

# **CORPORATE GOVERNANCE STATEMENT**

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For the year ended 30 June 2019

# CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2019

This statement has been approved by the Board and summarises the Company's governance practices which were in place throughout the financial year ended 30 June 2019. During the financial year and to the date of this Report, Origin has complied with all the ASX Principles.

## People and culture

### Purpose, values and behaviours

Origin's purpose, "Getting energy right for our customers, communities and planet", was launched in FY2018, and 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.

During FY2019, a set of behaviours, linked to each value, was implemented to 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, 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 its consequence.

A summary of 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 policy for eligible individuals to report concerns, either through their manager, People & Culture, nominated officers within the Group, or an independent external reporting service where the person may remain anonymous. Those who report are protected from retaliation or victimisation, including protection from termination of employment, harassment and discrimination.

### Anti-bribery and facilitation payments

Origin prohibits the offer, payment, solicitation or acceptance of bribes and facilitation payments in any form. It also provides appropriate controls around 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 do not align with Origin's Code of Conduct.

### 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 which 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

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securities to be disposed of at a time which would be a breach of the policy, or is in breach of the general insider trading provisions of the *Corporations Act*.

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 the Company's website.

### Diversity

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 the Company's website.

Origin promotes a culture where managers and employees proactively apply the diversity policies and programs through effective leadership and communication.

Details of Origin's diversity practices and performance during FY2019 can be found in the Sustainability Report.

### Gender Diversity

The Board and the Remuneration and People Committee oversees Origin's strategies on gender diversity, including monitoring achievement against gender targets set by the Board.

Origin's diversity targets for FY2019 and the performance against these targets are set out below.

Target	Performance
1. Deliver equal average pay for men and women at each job grade	On an equal-pay-for-equal-work basis <sup>1</sup> the pay gap was within Origin's policy tolerance of $\pm 1$ percentage point variation at the conclusion of the 2018-19 annual remuneration review process.
2. Improve the rate of appointment of women to senior roles by 15 per cent compared to FY2018 (i.e. from 31.5% to 36.2%).	The FY19 result was the in line with prior year (maintained at 31.5%).
3. Reduce the gap between male and female turnover to zero	Total turnover gap moved from -11 percentage points prior year to +6 points. While the "gap" reduced and moved closer to zero, it moved from more favourable female retention to more favourable male retention. A more focused target has been adopted going forward to directly measure female retention, thus complementing the appointment target.

The Remuneration and People Committee monitors the progress towards achieving these gender diversity objectives, including gender pay, and oversee the Company's initiatives to promote broad diversity and inclusion and assess the effectiveness of these programs.

### Definition of seniority

For the purpose of gender diversity targets, 'senior roles' includes all people in Hay Pay Scale job grades that pay approximately \$180,000 per annum in Fixed Remuneration.<sup>2</sup>

<sup>1</sup> Equal work is defined in terms of the same job grade, measured using Korn-Ferry Hay job evaluation methodology

<sup>2</sup> The dollar number is approximate because the boundary is defined by Korn Ferry Hay Group position grading methodology. The corresponding market rate varies with time.

## CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2019

Seniority is defined by reference to standard Hay Pay Scale job grades, rather than reporting relationship to the CEO, for two reasons:

- to make genuine comparisons of seniority. A large number of senior people in corporate support areas such as legal, company secretary, human resources, strategy and communications are only two or three levels below the CEO, while in the operating businesses there are many roles with significant line management responsibility that are more than three levels below; and
- to make analysis comparable over time. Any restructure that changes ELT roles also changes the reporting relationships for hundreds of people at lower levels, making it less valid to accurately compare progress on gender pay equality at those levels before and after the restructure. While Origin does not use reporting relationship to the CEO to define Origin's gender diversity targets, the gender profile of these cohorts is of interest to some external stakeholders and is presented in the cohorts by gender table below.

Female representation (%)	2017	2018	2019
Board <sup>1</sup>	25.0	25.0	25.0
CEO-1 <sup>2</sup>	11.1	22.2	22.2
CEO-2 <sup>3</sup>	26.2	33.8	40.6
Senior roles	28.9	32.3	30.3
Origin Group	35.1	37.5	36.6

1 Board includes Executive and Non-executive Directors.  
2 "CEO-1" is a classification within the WGEA guidelines, which equates to the ELT excluding the CEO  
3 "CEO-2" is a classification within the WGEA guidelines which equates to CEO-1 and their direct reports who are themselves responsible for managing people

### F2020 targets

Origin's diversity targets for FY2020 will be to increase the proportion of women in senior roles by:

1. Deliver equal average pay for men and women at each job grade
2. Improving the appointment rate of women to senior roles by 15% year-on-year (to 36.2%)
3. Improving the retention rate for women in senior roles from 79% (FY19) to 85%

The Board has set itself a target of females being at least 40 per cent of the Board by end 2020.

### 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 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.

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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 FY2019 reporting period, the Board formed the view that all Non-executive Directors were independent. In defining the characteristics of an independent Director, the Board uses the ASX Principles, 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 & 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, 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, 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.

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## Skills & experience

### 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 which attracts and retains a high calibre of executives, promotion of diversity and inclusion.

### Customer

Experience in industries which have high degrees 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, 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 which 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/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. 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.

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## 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 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 attendance at 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, covering 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 which support the Board. The results of the review were discussed by the whole Board, 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 behaviour standards.

The Remuneration and People Committee and the Board consider the performance of the CEO and all members of the Executive Leadership Team (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. Further information on the outcomes of the FY2019 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 which sets 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 FY2019 is set out in the Directors' Report.

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Audit	Remuneration & People	HSE	Nomination	Risk
Each of the Committees assists the Board on matters relating to:				
<ul style="list-style-type: none"> <li>the integrity and adequacy of the Company's accounting and corporate reporting systems, policies and processes;</li> <li>the internal control framework; and</li> <li>the external and internal audit functions;</li> </ul>	<ul style="list-style-type: none"> <li>Origin's people strategies, policies, practices and Company culture;</li> <li>the remuneration strategy, policy and structure and specific remuneration outcomes for the CEO and ELT; and</li> <li>senior executive appointments, development and succession planning including diversity;</li> </ul>	<ul style="list-style-type: none"> <li>Origin's HSE risks and/or impacts arising out of the activities and operations of Origin;</li> <li>compliance with statutory HSE obligations and internal HSE requirements</li> <li>specific HSE risks and/or impacts and learnings from those; and</li> <li>activities of executive management to enhance the HSE culture of Origin;</li> <li>Environment (emissions reduction)</li> </ul>	<ul style="list-style-type: none"> <li>the composition of the Board, including Board skills, independence and diversity;</li> <li>Board and CEO succession planning including the process for identifying and appointing new directors and the CEO;</li> <li>Board and director performance evaluation; and</li> <li>Director induction and continuing professional development;</li> </ul>	<ul style="list-style-type: none"> <li>Origin's risk management framework;</li> <li>the performance against the risk management framework;</li> <li>material and emerging risks, such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainably and climate change;</li> <li>the Company's compliance framework;</li> <li>fraud; and</li> <li>sustainability disclosures;</li> </ul>
The Committee's membership consists of:				
<ul style="list-style-type: none"> <li>four Non-executive Directors, 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.</li> </ul>	<ul style="list-style-type: none"> <li>four Non-executive Directors, all of whom are independent, including the Chairman.</li> </ul>	<ul style="list-style-type: none"> <li>the Chief Executive Officer and four independent non-executive Directors. 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.</li> </ul>	<ul style="list-style-type: none"> <li>the Chairman of the Board and the Chairman of each other Board Committee, all of whom are independent.</li> </ul>	<ul style="list-style-type: none"> <li>the Chairman of the Board and the Chairman of each other Board Committee, all of whom are independent.</li> </ul>

## Board and Committee meetings

In FY2019, the Board had 10 scheduled meetings, including a two-day strategic planning meeting. The Board and committees also had seven separate scheduled workshops to consider matters of particular relevance. Outside of scheduled meetings, the full Board met on one other occasion to consider urgent matters. In addition, the Board and individual directors conducted visits of Company operations and met with operational management during the year on various matters. The Board also undertook visits to the US during the year to meet with Origin's current and potential partners.

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 2019, one such additional Board Committee meeting was held.

## CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2019

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.

Non-executive Directors 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, advisers 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 detailing exploration, development and production, 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 with the 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 hardcopies.

## CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2019

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 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.

All substantive 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 specific 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 insurable risks associated.

An independent 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 2019, the framework is sound based on this review and the subsequent framework improvements completed.

#### Assurance

Origin's approach to the management of 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 of defence comprises the corporate functions that oversee/monitor/challenge risks. The third line of defence 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 Chairman of the Audit Committee and management, and has the right to seek information. A risk-based approach is used to develop the

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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, second line assurance activity is undertaken across the business in the management of risk. The findings of this activity 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 & Chief Executive Officer and the Chief Financial Officer 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 transparency of 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 FY2019 Sustainability Report.

Origin measures its reputation, that is, how Origin is perceived by Australians (including shareholders) using 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, and 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.

# CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 30 JUNE 2019

## 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. FY2019 disclosures aligned with the TCFD recommendations are contained in the FY2019 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 which 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 Nation's 2030 Agenda for Sustainable Development.

Origin also discloses other ESG information via regulated National Greenhouse Emissions Reporting, as well as voluntary disclosure platforms such as the Carbon Disclosure Project. Origin regularly engages with and provides requested information to research firms. Origin was again included in the FSTE4Good Index and 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. The 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 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 which regularly interacts with policy makers to help develop sound and stable policy to ensure business certainty;
- dedicated external affairs team with regular interaction with media and NGOs to create a better understanding of Origin's business; and
- making a contribution to the formulation of public policy through submissions to various enquiries.

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

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

*Information referred to in this Corporate Governance Statement as being on the Company's website may be found at the web address: [www.originenergy.com.au](http://www.originenergy.com.au) under the section 'About - Investors & Media - Governance'.*

## **Appendix 4G Key to Disclosures**

### **Corporate Governance Council Principles and Recommendations**

Introduced 01/07/14 Amended 02/11/15

**Name of entity**

Origin Energy Limited
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**ABN / ARBN**

30 000 051 696
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**Financial year ended:**

30 June 2019
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Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

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 22 August 2019 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 22 August 2019



Helen Hardy, Company Secretary

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<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

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 rule 4.10.3.

<sup>2</sup> "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.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

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.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> at this location: Board Charter <a href="https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/board-charter.pdf">https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/board-charter.pdf</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <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 person, or putting forward to security holders a candidate 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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> 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		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) 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>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/diversity-policy.pdf">https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/diversity-policy.pdf</a></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></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	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>		
<p>2.1 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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/nomination-committee-charter.pdf">https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/nomination-committee-charter.pdf</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at this location: Director's Report <a href="https://www.originenergy.com.au/about/investors-media/reports-and-results.html">https://www.originenergy.com.au/about/investors-media/reports-and-results.html</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ 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 type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></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	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<p>2.3 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, association 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, association 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>... the names of the directors considered by the board to be independent directors:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> in our Directors Report</p> <p><a href="https://www.originenergy.com.au/about/investors-media/reports-and-results.html">https://www.originenergy.com.au/about/investors-media/reports-and-results.html</a></p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p>Not applicable</p> <p>... and the length of service of each director:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> in our Directors Report</p> <p><a href="https://www.originenergy.com.au/about/investors-media/reports-and-results.html">https://www.originenergy.com.au/about/investors-media/reports-and-results.html</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></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		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="https://www.originenergy.com.au/content/dam/origin/about/investor-media/code-of-conduct.pdf">https://www.originenergy.com.au/content/dam/origin/about/investor-media/code-of-conduct.pdf</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.originenergy.com.au/content/dam/origin/about/investors-media/audit-committee-charter.pdf">https://www.originenergy.com.au/content/dam/origin/about/investors-media/audit-committee-charter.pdf</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at this location: Directors' Report</p> <p><a href="https://www.originenergy.com.au/about/investors-media/reports-and-results.html">https://www.originenergy.com.au/about/investors-media/reports-and-results.html</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our 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 type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so 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>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.3	A 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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/continuous-disclosure-policy.pdf">https://www.originenergy.com.au/content/dam/origin/about/investors-media/documents/continuous-disclosure-policy.pdf</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at <a href="https://www.originenergy.com.au/about/investors-media.html">https://www.originenergy.com.au/about/investors-media.html</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.originenergy.com.au/content/dam/origin/about/investors-media/risk-committee-charter.pdf">https://www.originenergy.com.au/content/dam/origin/about/investors-media/risk-committee-charter.pdf</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at this location: Directors' Report <a href="https://www.originenergy.com.au/about/investors-media/reports-and-results.html">https://www.originenergy.com.au/about/investors-media/reports-and-results.html</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so 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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<p>7.3</p> <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 risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="https://www.originenergy.com.au/content/dam/origin/about/investors-media/remuneration-people-committee-charter.pdf">https://www.originenergy.com.au/content/dam/origin/about/investors-media/remuneration-people-committee-charter.pdf</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at this location: Directors' Report <a href="https://www.originenergy.com.au/about/investors-media/reports-and-results.html">https://www.originenergy.com.au/about/investors-media/reports-and-results.html</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ 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 type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></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>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at this location: Remuneration Report contained as part of the Directors' Report <a href="https://www.originenergy.com.au/about/investors-media/reports-and-results.html">https://www.originenergy.com.au/about/investors-media/reports-and-results.html</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></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		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
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.	... our policy on this issue or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at Dealing in Securities Policy <a href="https://www.originenergy.com.au/content/dam/origin/about/investors-media/dealing-in-securities-policy.pdf">https://www.originenergy.com.au/content/dam/origin/about/investors-media/dealing-in-securities-policy.pdf</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	... the information referred to in paragraphs (a) and (b): <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	... the terms governing our remuneration as manager of the entity: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement