

## Independence of Directors

It is the intention of the Board of Origin Energy that its composition should include a majority of Non-executive Directors and a majority of independent Directors. The Board has determined a definition of an independent Director based on the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, and the nature of Origin's operations and businesses.

An independent Director is a Director who is not a member of management (a Non-executive Director) and who is free of interest, position, association or relationship that could materially influence, or could reasonably be perceived to materially influence, with the independent exercise of their judgment.

To be considered independent by the Board, the Director should meet the following criteria:

- is not a shareholder holding more than 10% of the Company's shares or an officer of, or otherwise associated directly or indirectly with, a shareholder holding more than 10% of the Company's shares;
- is not, or has not been employed in an executive capacity by the Company or another group member and there has not been a period of at least three years between ceasing such employment and serving on the Board or
- is not, or has not been within the last three years, a partner, director or senior employee of a material professional adviser of the Company or another group member whose billings exceed 5% of the adviser's total revenues. A Director who is a partner, director or senior employee of a professional adviser will not participate in any consideration of the possible appointment of the professional adviser and will not participate in the provision of any service to the Company by the professional adviser;
- is not, or has not been within the last three years a significant supplier or customer of the Company another group member, or an officer or otherwise associated directly or indirectly with a significant supplier or customer. A significant supplier is defined as one whose revenues from the Company exceed 5% of the supplier's total revenue. A significant customer is one whose amounts payable to the Company exceeds 5% of the customer's total operating costs. The Board may determine that a Director is independent if the arrangements are usually and customarily offered to customers by the Company, have been awarded as a result of a competitive tender or otherwise are on substantially similar terms as those prevailing at the time for comparable transactions with other customers under similar circumstances. The Director concerned will not participate in the determination of his/her own independence;
- has no other material contractual relationship with the Company or another group member other than as a Director of the Company;
- has no close family ties with any person who falls within any of the categories described above;
- has not been a director of the entity for such a period that his or her independence may have been compromised; or
- has no interest or relationship that could influence in a material respect a Director's ability to act in the best interests of the Company and its shareholders generally.

It is the policy of the Board that a majority of the members of the Audit Committee, the Remuneration Committee, the Risk Committee and the Nomination Committee be independent Directors. The Audit Committee should be chaired by an independent Director who is not the Chairman of the Board.

Directors will update the Board with any information in relation to interests or relationships relevant to their independence. Based on the information provided, the Board will regularly assess the independence of each Non-executive Director and disclose the independence status of Directors in the Annual Report. If a Director's independence status changes, this will be disclosed to the ASX in a timely manner.