

Corporate Governance Statement

For the year ended 30 June 2023



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 2023. 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 Origin Group.

Code of Conduct

Origin's Code of Conduct is based on our purpose and values, and outlines how all directors, employees and other persons who act on behalf of Origin are expected to care for our people, business and reputation, and to perform their job in line with high ethical standards and applicable legal requirements. A suite of online training on our Code of Conduct forms part of our mandatory core learning program and helps enhance the knowledge of our people while improving employee experience.

The Board, through the Remuneration, People and Culture 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 our 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 our 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 Origin Group or an independent external reporting service where the person may remain completely anonymous.

The Board, through the Remuneration, People and Culture Committee, is informed of any material incidents raised under the Whistleblower Policy.

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, including through third parties, agents or 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 Board, through the Audit Committee, is informed of any material breaches of the Anti-bribery and Corruption Policy.

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. The policy also states that 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 that 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.

Inclusion

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 helping us listen, learn, collaborate and make better, unbiased decisions.

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.

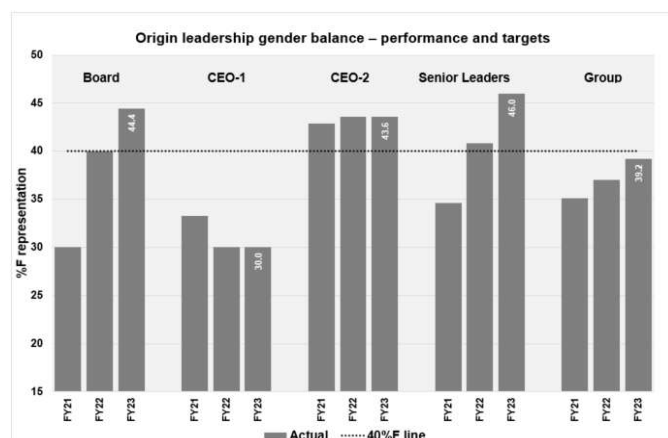
The Diversity and Inclusion Policy is available on Origin's website, and detailed performance data can be found in our annual Sustainability Report.

Gender diversity

The Board and the Remuneration, People and Culture Committee oversee Origin's strategies and performance on gender diversity, including monitoring the performance and effectiveness of initiatives to improve diversity, in particular from the twin perspectives of gender balance and gender pay equity.

Gender balance in Origin leadership

Origin's gender balance in leadership positions is summarised in the following graph, which shows further increases in female representation, especially at the Board and Senior Leaders levels. Representation across the Origin Group has also increased over the year.



Notes

- Female representation is a percentage of the total cohort. Less than 1 per cent of the Origin Group do not identify as male or female, accordingly the male representation is 100 per cent less the female representation, within rounding limits.
- Board includes Executive and Non-executive Directors (NEDs).
- CEO Level-1 represents the CEO plus executive leadership that reports to the CEO.
- CEO Level-2 includes roles directly reporting to CEO Level-1.
- Senior Leaders captures the three reporting levels below CEO (CEO-3) and includes roles with base salaries exceeding approximately \$200,000 per annum.

Gender balance targets

Origin is a signatory to the 40:40 Vision, an investor-led initiative to achieve gender balance in executive leadership across ASX-300 companies by 2030. The 40:40 refers to female and male representation of 40 per cent each, with the remaining 20 per cent made up of any gender. Origin has adopted this approach for setting targets across its Board, CEO-1 level in accordance with 40:40 Vision as well as extended these targets to apply to CEO-2 and Senior Leaders levels.

At the end of FY2023 Origin maintained a minimum of 40 per cent female representation in three leadership cohorts (Board, CEO-2 and Senior Leaders). The most significant progress was observed in the Senior Leader (CEO-3) cohort where female participation increased to 46 per cent. Forward targets are to maintain this achievement and to focus on achieving balance in the CEO-1 cohort. Gender balance results are shown in the table below.

Overview of FY21 – FY23 results and 40:40 Vision target

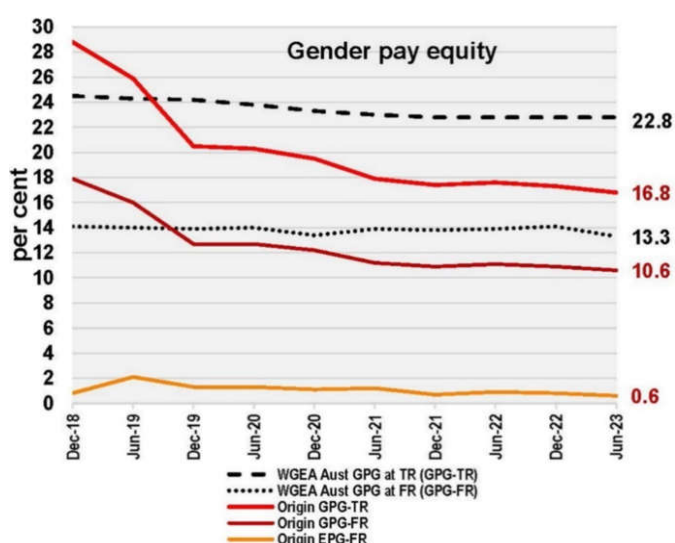
Metric	Description	Actual performance			40:40 Vision target
		FY21	FY22	FY23	FY30
Achieve a minimum of 40% female representation across all four key areas by 2030	Board	30.0	40.0	44.4	40%
	CEO-1	33.3	30.0	30.0	40%
	CEO-2	42.9	43.6	43.6	40%
	Senior Leaders	34.6	40.8	46.0	40%
	Group	35.0	37.0	39.2	40%

In supporting its gender balance targets the Company utilises and monitors a range of measures covering areas such as gender appointment, leadership pipeline and promotion rates and retention.

Gender pay equity targets

Origin monitors gender pay equity on two bases. The gender pay gap is measured across the whole workforce and compares average full-time female base salaries with average full-time male base salaries. Origin further decreased its gender pay gap (fixed remuneration) in FY2023 to 10.6 per cent and therefore maintains its target to stay below the Australian average (13.3 per cent).

The second measurement is equal-pay-for-equal-work which measures average salaries by gender in like-for-like roles. The Korn Ferry Hay job evaluation methodology is used to define equivalent-sized jobs. The equal-pay-for-equal-work target is to maintain any gap below 1 per cent. At year end it had declined from 0.9 to 0.6 per cent, within the target band.



FY2024 gender diversity targets

For FY2024, Origin's gender diversity targets will be:

- maintain the Gender Pay Gap (fixed remuneration) for all roles to below the Australian average (13.3 per cent) and maintain the Equal-pay-for-equal-work gap (EPG) to within 1 percentage point on average;
- maintain a minimum of 40 per cent female representation in three leadership cohorts (Board, CEO-2 and Senior Leaders);
- for the CEO-1 cohort, achieve a target of 33 per cent;
- achieve and maintain appointment rates of 50 per cent for women into all major employment cohorts; and
- achieve a female senior retention rate no lower than the male retention rate, and at least 89 per cent.

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, People and Culture Committee's activities.

The remuneration of NEDs is structured separately from that of the Managing Director and Chief Executive Officer and senior executives.

Board and Committees

Board composition

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.

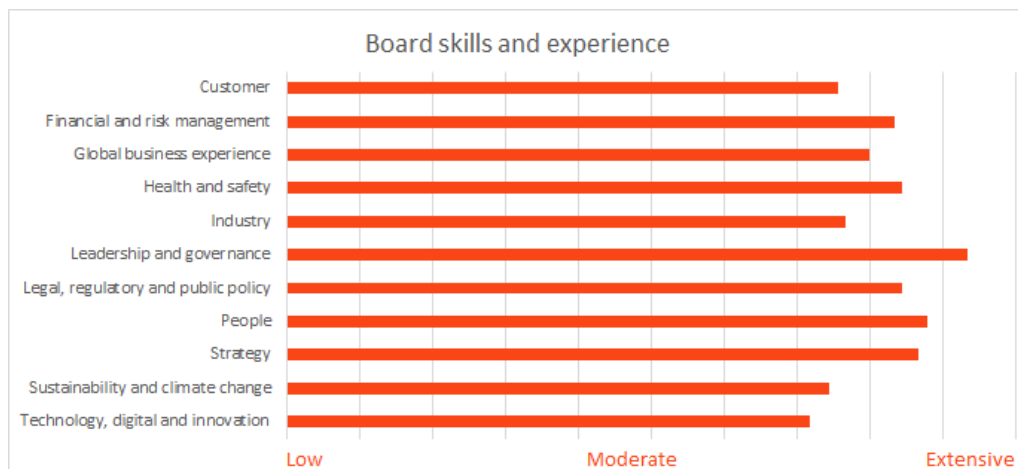
Independence

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 FY2023 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.

Skills

Origin's Board members bring experience from a wide range of industries and backgrounds, including utilities, oil and gas, industrials, banking and finance, legal and technology. 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

Customer

Experience in industries with a high degree of customer-centricity and providing customer solutions, so that Directors can support Origin to continue to provide energy solutions to customers that are both reliable and affordable, and lower emissions.

Financial and risk management

Senior executive experience in financial accounting and reporting, corporate finance, risk and internal controls.

Experience in anticipating and evaluating both financial and non-financial risks, including systemic, existing and emerging risks that could impact the business and recognising and managing these risks through sound risk governance policies and frameworks.

Global business experience

Exposure to international regions, either through experience working in an organisation with global operations or through management of international stakeholder relationships. Strong understanding of different cultural, political, regulatory and business requirements.

Health and safety

Strong understanding of health and safety management, performance and governance, including setting the tone for an enabled and accountable culture that focuses on continuous learning and transparent sharing. Experience in programs implementing health and safety initiatives, including mental health and physical wellbeing.

Industry

Experience as a senior executive or board role in the energy, oil and gas, upstream/integrated exploration and production industry, including in-depth knowledge of the Company's strategy, markets, competitors, operational issues, technology and regulatory concerns. This includes advisory roles for these industries.

Leadership and governance

Senior executive role or substantial Board experience in a publicly listed company in Australia or overseas, with a proven track record of leadership and overseeing culture and a demonstrable commitment to high standards of corporate governance.

Legal, regulatory and public policy

Experience in the identification and resolution of legal and regulatory issues that may have a significant impact on Origin's operations and the ability of the Company to deliver the expected performance. Experience in public and regulatory policy, including how it affects corporations.

People

Experience in leading large, diverse, geographically distributed teams, building organisational capability, overseeing people policies and frameworks that drive desired culture, behaviours and business outcomes and setting a remuneration framework that attracts and retains high-calibre employees, including the promotion of diversity and inclusion.

Strategy

Senior executive and directorship experience, dealing with complex business

models and projects. Experience in developing, setting and executing strategic direction and driving growth.

Ability to question and challenge management on the delivery of agreed strategic objectives, including capital requirements to meet these objectives.

Sustainability and climate change

Knowledge and understanding of climate-related risks and opportunities, including relating to the physical environment in which Origin operates, the energy transition, low-carbon customer solutions, climate science and energy policy.

Experience in monitoring and managing the environmental, social and human rights impacts of Origin's business operations and activities on stakeholders including employees, host communities, Traditional Owner communities, contractors and others. Understanding of accepted and evolving community standards and ability to identify socially and environmentally sustainable developments and to set and monitor sustainability targets, including relating to climate change, environmental impacts, community and Traditional Owner engagement and related governance.

Technology, digital and innovation

Background in an industry that has faced significant disruptive change.

Awareness of technology (including digital technology) and innovation that influences Origin's business and the ability to assess and leverage related developments and respond to digital disruption.

The Board supplements its skills and experience with input from management with specific experience and expertise, including in climate science, trends and policy. The Board also regularly invites relevant industry and climate change experts to inform Directors on the latest market and industry developments relating to climate science and climate change matters.

The Board consider that this collective internal and external expertise equips Board members with the necessary skills, knowledge and perspective to understand the implications of climate risks and opportunities on Origin's business and to discharge their duties.

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 Chair from the independent Directors. The Chair, Mr Perkins, is independent and his role and responsibilities are separate from those of the Managing Director and Chief Executive Officer (CEO).

The Company Secretary is accountable directly to the Board, through the Chair, 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 Nomination 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 Chair 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 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

The Directors regularly review the performance of the whole Board, Board committees and individual Directors, generally facilitated by an external consultant. The Board as a whole discusses outcomes of the review and individual Director feedback is discussed directly between that Director and the Chair. The Chair's performance feedback is shared with the Board for discussion.

This year, a review was undertaken with assistance from an external consultant. This covered 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.

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, People and Culture 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, compliance and risk as well as the Executive General Manager of People and Culture, on each ELT member's performance in the areas of legal, compliance, audit, risk, safety and people. The Committee also receives feedback from the Chairs of the Audit, Risk and Safety and Sustainability 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 FY2023 assessment of executive key management personnel 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 Chair 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 FY2023 is set out in the Directors' Report.

Audit	Remuneration, People & Culture	Safety and Sustainability	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; the external and internal audit functions. 	<ul style="list-style-type: none"> Origin's people strategies, policies, practices and Company culture; Origin's approach to 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; Origin's compliance with statutory remuneration and people-related obligations and Origin's internal requirements. 	<ul style="list-style-type: none"> Origin's strategies related to safety and sustainability; Origin's climate change strategy, commitments, actions, emissions reductions targets and approach to a just energy transition; Origin's safety and sustainability risks and/or impacts arising out of the Company's activities and operations; compliance with statutory safety and sustainability obligations and internal requirements; specific safety and sustainability risks and/or impacts and learnings from those; activities of executive management to enhance the safety and sustainability 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; Director induction and continuing professional development; the framework and process for assessing the performance of the Board, its committees and individual directors. 	<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; identifying and monitoring strategic and emerging risks; the effectiveness of the Company's compliance framework to meet relevant regulatory and legal requirements.
The committee's membership consists of:				
<ul style="list-style-type: none"> Five NEDs, all of whom are independent, including the Chair, who has significant financial expertise and is not the Chair 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 Chair. 	<ul style="list-style-type: none"> the CEO and five 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 Chair, are independent. 	<ul style="list-style-type: none"> Five NEDs, all of whom are independent, including the Chair. 	<ul style="list-style-type: none"> Six NEDs, all of whom are independent, including the Chair.

Board and committee meetings

In FY2023, the Board held nine scheduled meetings, including an annual strategic review and 11 additional meetings to deal with urgent matters. There were also two scheduled workshops. In addition, the Board conducted in-person and virtual visits of Company operations at various sites and met (in person and virtually) with operational management during the year.

From time to time, the Board delegates its authority to non-standing committees of Directors to consider matters of particular relevance or urgency. In the 12 months to 30 June 2023, seven such additional Board committee meetings were held.

At Board meetings, Directors receive reports from executive management on financial and operational performance, risk,

strategy, people, safety and sustainability 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 Chair and the Company Secretary and are able to seek independent professional advice at the Company's expense, after consultation with the Chair.

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. Consistent with the Company's Continuous Disclosure Policy, the Board approves releases to the market which includes disclosure of a profit projection or forecast and those relating to matters that are material and strategically important to the Company. The Board also receives copies of other 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 Chair and the Chair of the Remuneration, People and Culture Committee meet with investors and proxy advisors each 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 ASX announcements, the annual report, sustainability report, investor presentations and annual general meeting materials. These reports are 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 in person, by proxy or attorney, or by other means adopted by the

Board. At the AGM, the Chair allows a reasonable opportunity for shareholders to ask questions of the Board and the company.

The external auditor attends the Company's AGM and is also 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 resolutions at an Origin 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 Company's Risk Management Policy defines our approach to risk management and oversight. This policy and further information on Origin's approach to managing its material risks is available on the Company's website. Our risk management framework supports the identification, management, and reporting of material risks in areas such as health and safety, environment (including climate change), finance, reputation and brand, legal and compliance and social impacts. Our framework is aligned with the ISO 31000 *Risk Management - Guidelines*.

In general, risks are identified that have the potential to affect Origin's ability to meet its business objectives and are categorised into four broad categories: strategic, operational, financial or project risks. 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. The Executive Leadership Team Risk, Assurance and Compliance Committee is the primary executive-level risk governance committee at Origin. Its principal role is to enable the CEO and Executive Leadership Team to discharge their responsibilities under Origin's Risk Management Policy and Risk Management Directive. These responsibilities include:

- identifying and assigning responsibilities for strategic and emerging risks including climate-related risks;
- monitoring regular business unit risk-related reports and the quarterly Strategic Risk Report; and
- reviewing any escalated risks that arise within business unit risk, assurance and compliance meetings in accordance with protocols.

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. Further detail on the management of climate risk is set out below. 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 based on that review, management has reported to, and the Risk Committee and Board are satisfied that,

as at 30 June 2023, the framework is sound and Origin is operating with due regard to the risk appetite set by the Board.

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 and first line assurance. The second line comprises the corporate functions and embedded risk, assurance and compliance teams that oversee, monitor and 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 Audit Team has direct access to the chairs of the Audit, Risk and Safety & Sustainability committees and management and has the right to seek information. A risk-based approach is used to develop the annual internal audit and safety and sustainability audit plans, aligning planned internal audit activities to the Company's key areas of risk. The internal audit plans are approved by the Audit and Safety & Sustainability committees annually and reviewed regularly 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 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 CEO 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 Chair 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 matters

Beyond the financial results, Origin is witnessing changes in community attitudes and increased focus on local and global environmental and social challenges.

Origin recognises the importance of environmental, social and governance (ESG) disclosures and transparent decision making to help investors assess both short- and long-term risks and prospects for our business.

Origin assesses the environmental and social risks associated with our operations and projects. Operations are managed using policies and procedures to control remaining environmental and social risks. Projects are developed with precautionary engineering and management measures in place to mitigate or manage key environmental and social risks. We consult with our local communities and other stakeholders through the life cycle of an

asset to understand and manage the environmental, economic and social impacts of our activities and to maximise the benefits. Environmental and social risk management is subject to periodic audits and assurance.

Climate change governance

Origin recognises the importance of governance to support the consideration of climate-related risks and opportunities.

Board

The Board, including its committees, considers, reviews and monitors climate-related risks and opportunities as part of investment considerations and regular financial and operational performance reviews.

The Board monitors progress on the Company's emissions reduction targets and considers climate-related risks and opportunities at least annually as part of the Company's strategic planning process, and throughout the year via consideration of business strategy.

The Board also considers climate-related issues when considering major strategic decisions, including acquisitions and divestments, major capital expenditure and asset closure. An example during the year was the decision to take a final investment decision on the first stage of a large-scale battery at the Eraring Power Station, committing to an investment of approximately \$600 million. As part of that decision, the Board carefully considered the rapid transition of the National Electricity Market to cleaner sources of energy, with the influx of renewables and the growing need for firming capacity, which batteries can provide alongside pumped hydro and gas-fired peaking generation.

Other strategic topics presented to the Board included our renewables development strategy, our e-mobility strategy, emerging business models and technologies in the electricity transition.

The Board regularly invites relevant experts to present to the Board to help inform Directors on the development of the Company's strategies. During FY2023, a number of leading global experts presented external perspectives to the Board on a range of climate and energy transition-related matters, including global hydrogen strategies and trends, energy storage, electric vehicle trends in Europe, LNG in the energy transition and electricity grids of the future.

The Board is supported by its committees in the oversight of climate risks and opportunities. The Board Risk Committee has responsibility for strategic and emerging sustainability-related risks, including climate change risk.

The Safety and Sustainability Committee has oversight and responsibility for the climate change related governance, target setting and disclosures. The Safety and Sustainability Committee is responsible for making recommendations to the Board on Origin's updated targets, and Origin's climate-related disclosures, including the Sustainability Report. The Safety and Sustainability Committee also has oversight on the Company's approach to a just energy transition.

During FY2023 Origin released its Climate Transition Action Plan (CTAP), which outlines our strategy and ambition to lead the energy transition and details updated targets to accelerate emissions reduction across our business. As part of the review and approval process for the CTAP, the Safety and Sustainability Committee were provided with multiple briefings, including in detail on Origin's new emission reductions targets. An internal Due Diligence Committee, comprised of senior management and chaired by the Safety and Sustainability Committee Chair, was also formed to oversee the verification and finalisation of the CTAP. The CTAP and new emissions reductions targets were approved by the Board.

The Remuneration, People and Culture Committee is responsible for setting performance targets in Origin's remuneration framework, and considers climate-related issues in setting those targets. In FY2023, a short-term emissions reduction target was included within the short-term incentive plan of key executives, including the CEO, and during the year the Remuneration, People and Culture Committee was provided with quarterly updates of Origin's performance against this target.

The Audit Committee is responsible for oversight of climate-related financial disclosures. During the year, the Audit Committee reviewed Origin's approach to climate sensitivity analysis that is included in the FY2023 financial statements.

Management

The CEO is the most senior individual with responsibility for climate-related matters. The Climate Change Forum, chaired by the CEO with senior representatives from across the business with responsibility for climate-related matters, supports the coordinated implementation of our company-wide climate change strategy and our emissions reduction targets and ambitions.

Through their business unit-specific risk, assurance and compliance committees, the Executive General Managers of our Integrated Gas, Energy Supply & Operations, Future Energy & Technology and Origin Zero business units are responsible for identifying, quantifying and managing climate-related risks and reporting them to the relevant executive committee, the Board and the Board's Risk and Safety and Sustainability committees.

The Origin Investment Committee (OIC) is comprised of Origin's Executive Leadership Team, and is responsible for the formal review and approval process for Origin's capital expenditure and investment decisions. The OIC assesses material investments, including against a range of climate-related scenarios.

A climate change target was included in key executives' short-term incentive plans in FY2023. The target was defined as a percentage reduction in Origin's Scope 1 emissions from an FY2017 baseline, and comprised 10 per cent of the 40 per cent non-financial targets within the CEO's short-term incentive plan.

Origin's climate change governance and management framework is depicted below.

Climate risk management

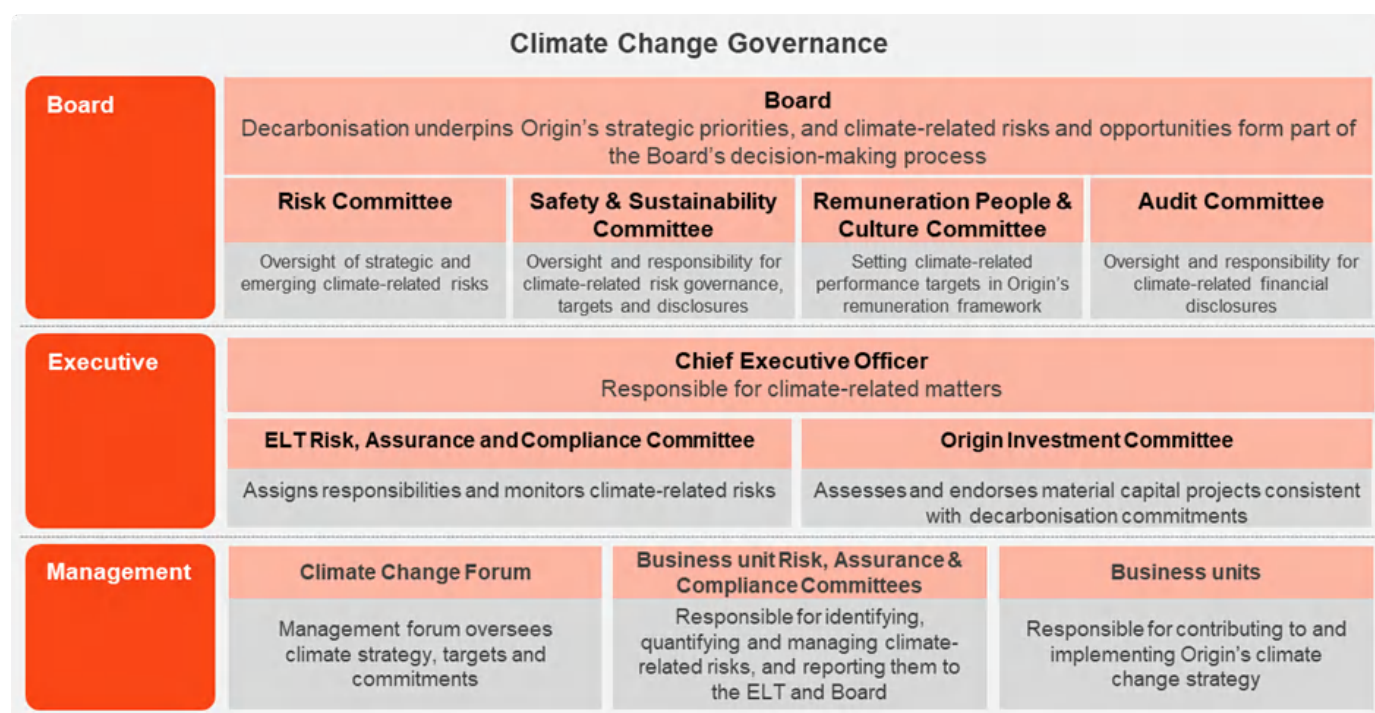
We consider the effect of decarbonisation on the value of our assets over the short, medium and long terms, and we recognise that climate-related impacts and opportunities must be considered across our business.

Origin actively monitors the latest global climate change science published by leading international organisations to help assess potential risks and opportunities for our portfolio. This includes both transition and physical risks. Through our governance and management structures we seek to manage our portfolio to be resilient and to be able to adapt to the energy transition, and the increasing expectations of our stakeholders.

Climate-related risks are identified, assessed and managed using Origin's Risk Management Framework in the same way as all other risks at Origin.

Within our Risk Management Framework, climate change risk is considered a strategic risk for Origin and is monitored by the CEO, supported by the management committees described above. Specific climate-related risks tend to be categorised as either strategic or operational risks and are identified and managed by the Executive Leadership Team member responsible for the relevant part of Origin's business. Strategic risks are defined as internal or external uncertainties affecting Origin's strategy and strategy execution. Operational risks are defined as internal or external uncertainties affecting Origin's processes, people and systems.

Climate change risk is a strategic risk reported in the Operating and Financial Review of our Annual Report. Further details on our Risk Management Framework can be found in Section 7 of the Operating and Financial Review.



Sustainability Reporting

Sustainability reporting is guided by the Global Reporting Initiative and includes disclosures of material sustainability aspects of the Company's business activities. Origin conducts a materiality assessment each year to determine the most important sustainability issues for our stakeholders and uses the findings to guide our sustainability reporting. Our activities also help to contribute to a number of the United Nation's Sustainable Development Goals, which are mapped against our reporting in our Sustainability Report.

Origin is a supporter of the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) and commenced implementing the recommendations of the TCFD in FY2018. FY2023 disclosures incorporating the recommendations of the TCFD are contained within this Corporate Governance Statement, in our Annual Report, our Sustainability Report, and our TCFD Index, which is found at originenergy.com.au/sustainability-reports.

Origin also discloses emissions according to the *National Greenhouse and Energy Reporting Act 2007 (Cth)*. Origin regularly engages with and provides requested information to research firms. Origin continued to be included in the FSTE4Good Index¹ and received a rating of A (on a scale of AAA-CCC) in the MSCI Ratings assessment during the period.²

Further information on Origin's management and performance in the social and environmental aspects of operating its business, including further details on its emissions reduction targets and strategy, is contained in the 2023 Sustainability Report.

Origin's FY2023 financial statements also contain disclosure on the Company's strategy and climate change risks including presenting a quantified climate analysis and climate scenarios consistent with the Paris Agreement to limit average temperature rise to 1.5°C.

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 2023 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 maintain 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 enhance business certainty;
- a dedicated external affairs team with regular interaction with media and NGOs to create a better understanding of Origin's business, priorities and progress; and
- contributions to the formulation of public policy, which we make through submissions on a range of legislation and reviews.

We measure the Company's reputation (that is, how we are 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 reputation measurement through RepTrak®, Origin also engages external service providers 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.

Further information on Origin's approach to stakeholder engagement can be found in the Sustainability Report.

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

¹ Created by the global index provider FTSE Russell, the FTSE4Good Index Series is designed to measure the performance of companies demonstrating strong ESG practices. The FTSE4Good indices are used by a wide variety of market participants to create and assess responsible investment funds and other products.

² The use by Origin Energy of any MSCI ESG Research LLC or its affiliates (MSCI) data, and the use of MSCI logos, trademarks, service marks or index names herein, do not constitute a sponsorship, endorsement, recommendation, or promotion of Origin Energy by MSCI. MSCI services and data are the property of MSCI or its information providers, and are provided as-is and without warranty. MSCI names and logos are trademarks or service marks of MSCI.

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Secretary

Helen Hardy

Share Registry

Boardroom Pty Limited
Level 8, 210 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

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 2023

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/governance/>

The Corporate Governance Statement is accurate and up to date as at 17 August 2023 and has been approved by the board. The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 17 August 2023



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/wp-content/uploads/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 <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
<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/wp-content/uploads/Diversity_Inclusion_Policy_2020.pdf</p> <p>and we have disclosed the information referred to in paragraph (c) at: 2023 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance/</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 our board of not less than 30% of 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:</p> <p>"Performance Review" section of the 2023 Corporate Governance Statement</p> <p>https://www.originenergy.com.au/about/investors-media/governance/</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 2023 Corporate Governance Statement</p> <p>https://www.originenergy.com.au/about/investors-media/governance/</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
1.7	<p>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 2023 Corporate Governance Statement</p> <p>https://www.originenergy.com.au/about/investors-media/governance/</p> <p>and</p> <p>"Company performance and remuneration outcomes" section of the 2023 Remuneration Report contained as part of the Directors' Report</p> <p>https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</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 2023 Corporate Governance Statement</p> <p>https://www.originenergy.com.au/about/investors-media/governance/</p> <p>and</p> <p>"Company performance and remuneration outcomes" section of the 2023 Remuneration Report contained as part of the Directors' Report</p> <p>https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</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/wp-content/uploads/Nom_Charter_2021.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: "Board of Directors" and "Directors' Meetings" sections of the 2023 Annual Report and Directors' Report respectively. https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</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	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><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: "Board and Committees" Section of the 2023 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance/</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"/> and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>"Directors" section of the 2023 Directors Report https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</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: "Board of Directors" and Directors' Report sections of the 2023 Annual Report https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</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/wp-content/uploads/Code_of_conduct_2021.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/wp-content/uploads/Code_of_conduct_2021.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/wp-content/uploads/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/wp-content/uploads/anti-bribery-and-corruption-policy.pdf	<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"/> and we have disclosed a copy of the charter of the committee at: https://www.originenergy.com.au/wp-content/uploads/Audit_Charter_2021.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: “Board of Directors” and “Directors’ Meetings” sections of the 2023 Annual Report and Directors’ Report respectively. https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</p> <p>N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	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.	<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 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/wp-content/uploads/continuous_disclosure_policy.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/	<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 2023 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance/	<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

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
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
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"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.originenergy.com.au/wp-content/uploads/Risk_Charter_2021.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: "Board of Directors" and "Directors' Meetings" sections of the 2023 Annual Report and Directors' Report respectively. https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</p> <p>N/A</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
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"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: "Risk & Assurance" section of the 2023 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance/</p>	<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
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"/> and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>"Risk & Assurance" section of the 2023 Corporate Governance Statement https://www.originenergy.com.au/about/investors-media/governance/</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"/> 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 2023 Corporate Governance Statement, https://www.originenergy.com.au/about/investors-media/governance/</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 2023 Corporate Governance Statement, https://www.originenergy.com.au/about/investors-media/governance/</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/wp-content/uploads/RPC_Charter_2021.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: "Board of Directors" and "Directors' Meetings" sections of the 2023 Annual Report and Directors' Report respectively. https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</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	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><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:</p> <p>2023 Remuneration Report contained as part of the Directors' Report</p> <p>https://www.originenergy.com.au/about/investors-media/tag/results-and-reports/</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.originenenergy.com.au/wp-content/uploads/dealing_in_securities.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
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 <u>OR</u> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> <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 <u>OR</u> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <u>OR</u> <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 <u>OR</u> <input checked="" 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			
-	<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>	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<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>	<input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement