

## Charter

ORG-BOD-CHA-001

### 1. Purpose

This Charter sets out the authority, responsibilities, membership and operation of the Board of Origin Energy Limited (the Company).

The Board is responsible for the governance of the Company and has developed principles relating to:

- the role of the Board and matters specifically reserved for Board decision-making;
- those authorities which may be delegated to Committees of the Board; and
- the authorities of the Managing Director; and
- its own operations, procedures and membership.

This Charter outlines these principles.

### 2. Authority

The shareholders have elected the Directors and, through the Constitution, have authorised them to manage the business of the Company to the exercise the powers conferred under the Constitution of the Company.

### 3. Role of Board

The Board's role is to:

- act in the best interests of the Company;
- represent and serve the interests of shareholders by guiding and monitoring the Company's strategies, policies and performance;
- set, review and monitor the Company's values; and
- keep shareholders informed of the Company's performance and major developments which affect it.

### 4. Responsibilities of the Board

To accomplish its role, the Board:

- approves the strategic direction, policies and budgets of the Company;
- approves major investments and monitors the return of those investments;
- monitors financial performance and operations of the Company, including approval of the annual and half year financial statements and reports;
- appoints the Managing Director and monitors the performance of the Managing Director and senior management;
- oversees the remuneration, development and succession planning for the Managing Director and senior management, and monitors the appropriateness of people management systems;
- identifies key risks in the operations of the Company and approves risk management systems and monitors the efficiency and effectiveness of those systems;
- reviews and approves the Company's compliance systems and corporate governance principles;

- oversees the Company's commitment to its principles and values, sustainable development, the environment and the health and safety of employees, contractors, customers and the community; and
- acts to protect and enhance the reputation of the Company.

The Board may establish other policies and practices to ensure that the Board fulfils its functions and ensuring that it remains an effective decision making body.

### 5. Delegations

The Board retains all rights and powers conferred upon it by the Constitution and by law which cannot be delegated.

The Board may delegate their powers as they consider appropriate. However, ultimate responsibility for strategy and controls rests with the Board.

#### 5.1 Delegation to Committees

The Board may from time to time establish Committees to assist it in carrying out its responsibilities. Current standing Committees established by the Board are:

- Audit Committee;
- Risk Committee;
- Remuneration Committee;
- Health, Safety and Environment Committee; and
- Nomination Committee.

Each of these Committees has its own written Charter setting out its role and responsibilities, composition, structure, membership requirements and the manner in which the Committee is to operate. All Charters of these Committees are reviewed regularly and are available on the Company's website.

The Audit Committee will comprise only independent, Non-executive Directors. The Remuneration and Nomination Committees will comprise only Non-executive Directors and a majority of each of these Committees will comprise independent Directors. The Chair of the Audit Committee cannot be the Chairman of the Company.

The Board may also delegate specific functions to ad hoc Committees on an 'as needs' basis by resolution.

#### 5.2 Delegation to the Managing Director

As permitted by the Company's Constitution, the Board may delegate to the Managing Director all those powers and authorities required to manage and control the day to day operation of the Company:

- not expressly reserved to the Board under 5.3 of this Charter; or
- not expressly delegated to one of its Committees under 5.1 of this Charter; or
- any Instrument of Delegation, such as any monetary authority limit, approved by the Board from time to time.

#### 5.3 Powers reserved to the Board

Matters which are specifically reserved for the Board or its Committees include the following:

- appointment and removal of the Chairman of the Board;
- appointment and removal of the Managing Director;
- appointment of Directors to fill a vacancy or as additional Directors;
- establishment of Board Committees, their membership, Charters and delegated authorities;
- approval of dividends and dividend policy;
- the issue of equity or equity-like instruments;
- review of corporate governance principles, policies and related public documents;
- approvals of expenditure in excess of the monetary authority levels delegated to management;
- calling of meetings of shareholders;
- expansion of the Company's activities into new geographic areas involving substantial sovereign risk or new, non-core and substantive businesses;
- the remuneration of the Managing Director and any executive Director;
- any changes to the authority delegated to the Managing Director by the Board; and
- any other specific matters nominated by the Board from time to time.

## 6. Board Structure

The Constitution governs the regulations and proceedings of the Board.

### 6.1 Board Composition

The Board, together with the Nomination Committee, determines the size and composition of the Board subject to the terms of the Company's Constitution.

It is intended that the Board should comprise a majority of independent Non-executive Directors and comprise Directors with a broad range of skills, diversity, expertise and experience from range of backgrounds.

The Chairman of the Board should be an independent Non-executive Director and must not be a former Managing Director of the Company.

### 6.2 Independence

The Board regularly reviews the independence of each Non-executive Director in light of information relevant to this assessment as disclosed by each Non-executive Director to the Board.

A Director is considered to be independent for the purposes of service on the Board and Board Committees if the Director satisfies the standards adopted by the Board from time to time to assist it in its regular 'independence' determinations. A copy of the current criteria to assess the independence of Directors is attached to, and forms part of, this Charter.

### 6.3 Election and re-election

The Constitution and the ASX Listing Rules govern the election and re-election of Directors.

New Directors are provided with formal letters setting out the key terms and conditions of their appointment.

Directors are invited to participate in induction programs and any continuing education arranged for them.

### 6.4 Meetings

The Board is structured to facilitate the effective discharge of its duties and to add value through its deliberations. The Board shall meet as required but will usually meet at least eight times each year.

The Board will also hold periodic workshops to consider matters of particular relevance and conduct visits of Company operations and met with operational management during the year.

Non-executive Directors should periodically meet without the presence of the Executive Directors or management to address such matters as succession planning, key strategic issues, and Board operation and effectiveness.

### 6.5 Access to information and advice

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

### 6.6 Performance evaluation

The Board, through the Nomination Committee, will review the performance of the Directors retiring by rotation and seeking re-election under the Constitution each year, the results of which will form the basis of the Board's recommendation to shareholders at the Annual General Meeting.

Periodically, the Directors will conduct performance evaluations of the Board as a whole, Board Committees and the governance processes which support the Board.

## 7. Approval and review of Charter

The Board shall review the Charter periodically to ensure its relevance and effectiveness.

The Charter is available to shareholders on the Company's website.

# 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 any business or other relationship that could materially interfere, or could reasonably be perceived to materially interfere, 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;
- has not within the last three years been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;
- is not a principal or employee of a professional adviser of the Company and its entities whose billings exceed 5% of the adviser's total revenues. A Director who is a principal or 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 a significant supplier or customer of the Company or its entities 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 any of its associates other than as a Director of the Company;
- has no interest or relationship that could interfere with the Director's ability to act in the best interests of the Company and independently of management.

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

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.