

NOTICE OF ANNUAL GENERAL MEETING

ORIGIN ENERGY LIMITED
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Notice is given that the Annual General Meeting of shareholders of Origin Energy Limited (“the Company”) will be held in the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales at 10.30am on Friday, 20 October 2000.

ORDINARY BUSINESS

1 To receive and consider the balance sheet and profit and loss account of the Company for the year ended 30 June 2000, the consolidated balance sheet and profit and loss account of the Company and the entities it controlled during the year and the reports of the Directors and Auditors thereon.

2 To elect Directors

H Kevin McCann, Bruce G Beeren, Trevor Bourne, Colin B Carter, who were appointed to the Board during the year, retire and, being eligible, offer themselves for election.

Details of their qualifications and experience are set out in the attached Explanatory Notes.

SPECIAL BUSINESS

3 Amendment to the Company’s Constitution.

To consider and, if thought fit, pass the following resolution as a special resolution:

“It was resolved, as a special resolution, that Article 187 of the Company’s Constitution be replaced by a new Article 187, the terms of which are set out in the Explanatory Notes which accompanied the Notice convening this Meeting, reflecting changes to the Corporations Law made by the Corporate Law Economic Reform Program Act 1999.”

4 Amendments to Directors’ Deeds of Indemnity, Insurance and Access.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“It was resolved, as an ordinary resolution, that the form of the Deed of Indemnity, Insurance and Access that the Company was authorised to enter into on 8 November 1999 with each current Director of the Company and each future Director be amended to reflect changes made to the Corporations Law by the Corporate Law Economic Reform Program Act 1999, the terms of which are set out in the Explanatory Notes which accompanied the Notice convening this Meeting.”

5 Grant of options to Mr Bruce G Beeren

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the grant to

Mr Bruce G Beeren of options to subscribe for up to 400,000 fully paid ordinary shares in the Company at an exercise price equal to \$1.27 per ordinary share and otherwise on the terms as set out in the Explanatory Notes which accompanied the Notice convening this Meeting and the allotment to Mr Bruce G Beeren of up to 400,000 fully paid ordinary shares in the Company pursuant to the valid exercise of those options is hereby approved.”

By order of the Board



E J COOK
SECRETARY

SYDNEY, 4 SEPTEMBER 2000

VOTING EXCLUSION

As required by the Listing Rules of the Australian Stock Exchange Limited, the Company will disregard any vote cast on Resolution 5 by Mr Bruce G Beeren and an associate of Mr Beeren.

The Company has also decided to disregard any votes cast on Resolution 4 by any of the Directors and their associates.

However the Company need not disregard a vote if:

- » it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- » it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Notes

- (i) Pursuant to section 1109N of the Corporations Law, the Company has determined that for the purpose of the meeting, all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 10.30am (Sydney time) on Wednesday, 18 October 2000.
- (ii) A member has a right to appoint a proxy. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of the member’s votes each proxy is entitled to exercise.
- (iii) A proxy need not be a member of the Company.
- (iv) Details for completion and lodgement of proxies are on the reverse side of the Form of Proxy. A proxy must be received by the Company’s share registry, ASX Perpetual Registrars Limited, by 10.30 am on Wednesday, 18 October 2000. A proxy may be mailed to ASX Perpetual Registrars Limited at Locked A14, Sydney South NSW 1232, hand delivered to ASX Perpetual Registrars Limited at 580 George Street, Sydney NSW or sent by facsimile to ASX Perpetual Registrars Limited on (02) 8280 7646.

RESOLUTION 2 – CANDIDATES FOR ELECTION AS DIRECTORS

H Kevin McCann

Mr McCann, 59, joined the Board and was appointed Chairman in February 2000 and is a member of the Audit Committee. Mr McCann is Chairman of Partners, Allen, Allen & Hemsley and has practised as a commercial lawyer, specialising in mergers and acquisitions, mineral and resource law and capital market transactions. He is also Chairman of Healthscope, Chairman of the Interim Sydney Harbour Federation Trust, and Director of Macquarie Bank and Triako Resources. He has an Arts Degree, a Law Degree (Honours) and a Masters in Law.

Bruce G Beeren

Mr Beeren, 51, joined the Board in March 2000. He has considerable experience in the energy industry including the role of establishment Chief Executive Officer of VENCORP and a number of senior management positions at AGL including General Manager, AGL Pipelines and General Manager, Finance. Mr Beeren has a Science Degree (Honours) from the Australian National University, a Bachelor of Commerce and a Masters of Business Administration. He is also a Fellow of The Australian Society of Certified Practising Accountants.

Trevor Bourne

Mr Bourne, 54, joined the Board in February 2000 and is a member of the

Remuneration Committee. He holds the position of Chief Executive Officer of Tenix Industries, Australia's largest defence and high technology contractor. Previously, he was the Managing Director of Brambles Australia where he also held a number of Directorships in various Brambles subsidiaries and joint ventures. Mr Bourne has a Mechanical Engineering Degree (with Merit) and a Masters of Business Administration.

Colin B Carter

Mr Carter, 57, joined the Board in February 2000 and is a member of the Remuneration Committee. He is a Senior Vice President of The Boston Consulting Group and has extensive experience in assessing and advising companies on business strategy and organisation. Mr Carter is a Commissioner of the Australian Football League and a member of the Advisory Board of Right D&A. He has formerly held Directorships of Australian Airlines and the Australian Wool Realisation Commission. He has a Commerce Degree and a Masters of Business Administration (with Distinction) from the Harvard Business School.

RESOLUTION 3 – AMENDMENT TO THE COMPANY'S CONSTITUTION

Article 187 provides for the Company to indemnify officers of the Company against liabilities incurred (other than for conduct involving a lack of good faith) and for costs and expenses incurred in successfully defending any legal proceedings relating to the officer's position with the Company. The provision of such indemnities is regulated by the Corporations Law.

As changes were made to the Corporations Law on 13 March 2000 by the Company Law Economic Reform Program ("CLERP"), it is appropriate to bring the Company's Constitution up to date to ensure that it reflects the requirements of the law as to the circumstances when it is permissible for the Company to provide indemnities and arrange insurance cover for the directors, executives and secretaries of the Company and its subsidiaries. No substantive change is proposed to the existing position adopted by the Constitution.

The proposed article is consistent with current corporate practice and continues to provide for the Board to exercise control over the circumstances in which it may be considered appropriate for indemnities and insurance to be made available for directors, executives and secretaries. A copy of the proposed article is available for inspection on the Company's website and at the Company's registered office, and will be available for inspection at the meeting. A copy will be sent to any shareholder prior to the meeting on request.

RESOLUTION 4 – AMENDMENTS TO DIRECTORS' DEEDS OF INDEMNITY, INSURANCE AND ACCESS

For similar reasons to those noted in respect of Resolution 3, it is appropriate to amend the Deeds of Indemnity, Insurance and Access provided to Directors to reflect the CLERP changes. No other substantive changes are proposed. A copy of the current Directors' Indemnity, Insurance and Access, and of the proposed amended Deed, is available for inspection on the Company's website and at the Company's registered office, and will be available for inspection at the meeting. A copy will be sent to any shareholder prior to the meeting on request.

Under section 195(1) of the Corporations Law, a Director of a public company cannot be present or vote at a Board Meeting on a matter in which that Director has a material personal interest. Each of the Directors may have a material personal interest in the proposed Deed and so has not approved the Deeds. Section 195(4) of the Corporations Law provides that a general meeting of the Company may deal with a matter so far as the Board cannot deal with it because a quorum cannot be formed. Pursuant to section 195(4), shareholder approval is now sought for the Company to amend the Deeds as described above.

RESOLUTION 5 – GRANT OF OPTIONS TO MR BRUCE G BEEREN

This resolution is being put to shareholders to obtain shareholder approval for the grant to Mr Beeren of options to subscribe for up to 400,000 fully paid ordinary shares in the Company with an exercise price of \$1.27 ("Options") and to the allotment to Mr Beeren of up to 400,000 fully paid ordinary shares in the Company on the exercise of those Options. Mr Beeren was appointed to the position of

Executive Director Finance and Administration on 1 March 2000. ASX Listing Rule 10.14.1 requires shareholder approval for the grant of options to Mr Beeren as he is a director of the Company.

A condition of his appointment provided for the granting of 400,000 ordinary share options to him on the same terms and conditions as those approved for the Managing Director by shareholders at the 17 February 2000 meeting. As Mr Beeren is a Director of the Company the allocation of these Options needs to be approved by shareholders. A further condition of Mr Beeren's contract is that if these Options are not granted that compensation of equal value be provided to him.

Summary of the Terms of the Options to be granted to Mr Bruce G Beeren

The Options will be granted pursuant to the Origin Energy Senior Executive Option Plan. The terms of the Options are summarised below.

The exercise price of the Options will be \$1.27. This represents the Origin Energy Initial Market Price and has been determined by dividing the total of the sales values of the Company's Shares on the five trading days immediately following the commencement of trading

of the Company's shares on the stockmarket conducted by ASX (excluding sales reported as special crossings, New Zealand stock exchange purchases or sales, Recognised Stock Exchange (as referred to in the ASX Business Rules) purchases or sales, late or overnight purchases or sales or option exercises on those days under the ASX Business Rules) by the number of the Company's shares the subject of sales on those days.

The exercise hurdle will be measured by comparing the performance of the Company with the performance of other companies in which shareholders may potentially invest. This is in line with the approach of other major Australian companies.

Accordingly it is intended that the Options are capable of exercise depending on the maximum Total Shareholder Return of the Company relative to the Total Shareholder Return of a group of companies during the exercise period of the Options. This group of companies (the "Reference Group") consists of 57 companies selected by the Company's Directors from the ASX Top 100.

Determination of Total Shareholder Return will be made on the basis of movements in the share price and dividends, calculated in a similar manner to the Accumulation Index of ASX.

The period over which the Total Shareholder Return of the Company is compared with the Total Shareholder

Return of the Reference Group commences 3 years after the grant of the Options.

The percentage of Options capable of exercise is based on a sliding scale as follows:

IF AT ANY TIME DURING THE EXERCISE PERIOD OF THE OPTIONS THE TOTAL SHAREHOLDER RETURN OF THE COMPANY:	THE PERCENTAGE OF OPTIONS WHICH BECOME EXERCISABLE IS:
Does not reach the 25th percentile of the Reference Group	0%
Reaches the 25th percentile of the Reference Group	25%*
Reaches the 50th percentile of the Reference Group	50%*
Reaches or exceeds the 75th percentile of the Reference Group	100%

*The percentage of options which become exercisable increases proportionately from the 25th percentile up to the 50th percentile and proportionately from the 50th percentile up to the 75th percentile.

Subject to the satisfaction of the exercise hurdle and the terms of the Origin Energy Senior Executive Option Plan, the Options may be exercised at any time after the third anniversary of the grant of the Options and no later than the fifth anniversary.

The Options may also be exercisable prior to the third anniversary of the grant of the Options, if an acquisition is made or notice is given of a proposal to make an acquisition of more than 20% of the shares in the Company and on the termination of Mr Beeren's employment as a consequence of his death, permanent disablement or other circumstances in which the Company's Board determines in its absolute discretion that the Options should be exercisable.

The Options will lapse if not exercised within the period specified above or in the event that Mr Beeren's employment is terminated for cause.

The Options will be unlisted and will be granted for no consideration. The shares issued on exercise of the Options will rank equally with other ordinary shares from their date of issue. The Company will apply to ASX for official quotation of shares issued on exercise of the Options.

Other terms of the Options relate to the manner of exercise of Options and adjustment for a rights issue, a bonus issue or reconstruction of the Company's share capital, in each such case in accordance with the ASX Listing Rules.

A copy of the rules of the Origin Energy Senior Executive Option Plan may be obtained from the Company's registered office at Level 39, 50 Bridge Street, Sydney, New South Wales.

Directors' Interests

None of the Directors other than Mr Beeren has any interest in the outcome of the proposed resolution except to provide an appropriate incentive to Mr Beeren as Executive Director Finance and Administration to maximise shareholder wealth. All of the Directors, other than Mr Beeren who will abstain from voting, recommend that you vote in favour of the resolution.