To	Company Announcements Office	Facsimile	1300 135 638
Company	ASX Limited	Date	22 October 2015
From	Helen Hardy	Pages	10
Subject	**Appendix 3B**		

Please find attached an Appendix 3B notice.

Regards

Helen Hardy
Company Secretary

02 8345 5000 – helen.hardy@originenergy.com.au

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Origin Energy Limited

ABN

30 000 051 696

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	1. Options to acquire fully paid ordinary shares 2. Performance Share Rights to acquire fully paid ordinary shares 3. Deferred Share Rights to acquire fully paid ordinary shares under the Origin Equity Incentive Plan
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	2015 Equity Incentives 1. 3,623,408 Options 2. 1,823,777 Performance Share Rights 3. 3,691,827 Deferred Share Rights These replace the 'Intention to Issue' announced via the Appendix 3B lodged on 18 September 2015. 4. In addition, 199,083 DSRs to be issued under the terms of the Equity Incentive Plan to account for the impact of the Entitlement Offer announced by the Company on 30 September 2015.

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	2015 Equity Incentives 1. Options will have an Exercise Price of $6.78. This represents a price of $7.69 (the volume weighted average price of Origin shares traded on the ASX during the ten trading days ending and including 14 September 2015), adjusted pursuant to Listing Rule 6.22 for the Entitlement Offer which was announced on 30 September 2015. The Options will expire on 21 October 2025 (being 10 years from Grant Date) 2. Performance Share Rights have a Nil Exercise Price and will expire on 21 October 2019. 3. Deferred Share Rights will have a nil Exercise Price and will expire: Tranche 1 (65,661 DSRs) on 21 October 2016 Tranche 2 (3,560,505 DSRs) on 23 October 2017 Tranche 3 (65,661 DSRs on 22 October 2018 4. The Deferred Share Rights will have a nil exercise price and be on the same terms as existing Deferred Share Rights under the terms of the Equity Incentive Plan.
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	The Options, Performance Share Rights and Deferred Share Rights are not listed. Upon Vesting or vesting and exercise, and payment of any applicable Exercise Price, the shares allotted will rank equally in all respects with existing fully paid ordinary shares.
5	Issue price or consideration	Nil

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Pursuant to the rules of the Origin Energy Limited Equity Incentive Plan and to account for the impact of the Entitlement Offer.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	n/a
6c	Number of +securities issued without security holder approval under rule 7.1	n/a
6d	Number of +securities issued with security holder approval under rule 7.1A	n/a
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a
6f	Number of +securities issued under an exception in rule 7.2	n/a
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	n/a
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	22 October 2015

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	**1,749,029,095** **9,000,000**	**Fully Paid Ordinary Shares (includes estimated retail component of the Entitlement Offer yet to be allotted)** **Origin Energy Subordinated Notes**

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	**20,850,011** **(*Reduced by 1,895,164 Options which have been forfeited in accordance with the rules of the Origin Energy Equity Incentive Plan. Increased by 3,623,408 Options which have been issued in accordance with the Origin Energy Equity Incentive Plan)*** **6,491,801** ***(Reduced by 3,955,248 PSRs which have been forfeited in accordance with the rules of the Origin Energy Equity Incentive Plan. Increased by 1,823,777 PSRs which have been issued in accordance with the Origin Energy Equity Incentive Plan*)** **5,369,101** ***(Increased by 3,691,827 DSRs which have been issued in accordance with the rules of the Origin Energy Equity Incentive Plan and 199,083 DSRs issued to account for the impact of the Entitlement Offer announced by the Company on 30 September 2015*)**	**Options** **Performance Share Rights** **Deferred Share Rights**

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Options, Performance Share Rights and Deferred Share Rights do not participate in dividends.

Part 2 - Pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	n/a
13	Ratio in which the +securities will be offered	n/a
14	+Class of +securities to which the offer relates	n/a
15	+Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	n/a
19	Closing date for receipt of acceptances or renunciations	n/a
20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	n/a
25	If the issue is contingent on security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	n/a
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do security holders sell their entitlements in full through a broker?	n/a
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	n/a
32	How do security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	+Issue date	n/a

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(*tick one*)

(a) ☒ +Securities described in Part 1

+ See chapter 19 for defined terms.

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	
39	+Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	

41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 22 October 2015
(Company Secretary)

Print name: Helen Hardy

== == == == ==

{EXT 00079405}

+ See chapter 19 for defined terms.