

Deed of Novation

Details

Date 23 November 2017

Parties

Commonwealth Scientific and Industrial Research Organisation, ABN 41 687 119 230 ("CSIRO").

AGL Energy Limited, ABN 74 115 061 375 ("AGL")

Australia Pacific LNG Pty Limited, ABN 68 001 646 331 ("APLNG")

Santos Limited, ABN 80 007 550 923 ("Santos")

QGC Pty Limited, ABN 11 089 642 553 ("QGC")

(together the "Alliance Parties")

AND

Lattice Energy Limited (formerly Origin Energy Resources Limited), ABN 66 007 845 338 (the "Retiring Party")

AND

Origin Energy Upstream Holdings Pty Ltd ABN 65 105 423 523 (the "Incoming Party")

Recitals

- A. The Retiring Party and the Alliance Parties are parties to an Alliance Agreement dated 4 January 2016 for the operation of the Gas Industry Social and Environmental Research Alliance (the "GISERA Agreement").
- B. The parties to this Deed have agreed to novate the GISERA Agreement, on the terms set out in this Deed, such that the Retiring Party will surrender its rights and be released and discharged from its obligations under the GISERA Agreement and the Incoming Party will become entitled to equivalent rights and assume equivalent obligations under the GISERA Agreement.

This Deed provides:

1. Interpretation

In this Deed, unless the context indicates otherwise:

- a) terms that are defined in the GISERA Agreement have the same meaning in this Deed;
- b) “**GISERA Agreement**” means the agreement referred to in Recital A;
- c) “**Deed**” means this deed of novation; and
- d) “**Effective Date**” means 1 June 2017.

2. **Novation**

On and from the Effective Date:

- a) The parties agree to novate the GISERA Agreement, such that the Incoming Party is substituted for the Retiring Party under the GISERA Agreement in accordance with the terms of this Deed;
- b) The Retiring Party and the Alliance Parties mutually release and discharge forever each other from all obligations which may arise under the GISERA Agreement on or after the Effective Date but without prejudice to any obligation which has accrued prior to the Effective Date;
- c) The Incoming Party and the Alliance Parties will have the rights and be bound by the obligations set out in the GISERA Agreement which arise on or after the Effective Date as if the Incoming Party were a party to the GISERA Agreement and its name were inserted therein in place of the name of the Retiring Party;
- d) The Incoming Party will be entitled to the benefit of any obligations owed by the Alliance Parties to the Retiring Party which have accrued prior to the Effective Date; and
- e) The Incoming Party will be bound by all obligations owed by the Retiring Party to the Alliance Parties which have accrued prior to the Effective Date.

3. **General**

3.1 **Governing Law**

This Deed is governed by the laws set out in the GISERA Agreement.

3.2 **Counterparts**

This Deed may be executed and delivered in counterparts (including by facsimile or email transmission), each of which will be deemed an original. The counterparts taken together constitute one and the same instrument.

3.3 **Amendments**

This Deed may only be varied by a deed signed by or on behalf of each party.

3.4 **Confidentiality**

This Deed, and all information provided by a party to another under or in connection with this Deed, must be kept confidential on the same terms as and must not be disclosed except as otherwise permitted under the GISERA Agreement.

3.5 **Costs**

Each party must pay its own costs and expenses in respect of this Deed.

Signing page

EXECUTED BY THE PARTIES AS A DEED

SIGNED, SEALED and DELIVERED for and on behalf of the **COMMONWEALTH SCIENTIFIC AND INDUSTRIAL RESEARCH ORGANISATION**

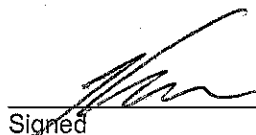
by KARL RODRIGUES
Print Name

ACTING DIRECTOR, ENERGY
Title


a duly authorised officer of CSIRO and in the presence of:

CATHY MADDEN
Witness Print Name

23/11/17
Date


Signed

By executing this Deed the signatory warrants that the signatory is duly authorised to execute this Deed on behalf of CSIRO


Signed

SIGNED, SEALED and DELIVERED by AGL Energy Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

(Signature of director)

(Print name of director)

(Signature of director/company secretary)

(Print name of director/company secretary)

Date

Executed by Australia Pacific LNG Pty Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

Director

Director/Secretary

Name of Director

Name of Director/Secretary

Date

Signing page

EXECUTED BY THE PARTIES AS A DEED

SIGNED, SEALED and DELIVERED for and on behalf of the **COMMONWEALTH SCIENTIFIC AND INDUSTRIAL RESEARCH ORGANISATION**

by _____

Print Name _____

Title _____

a duly authorised officer of CSIRO and in the presence of:

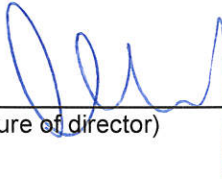
Witness Print Name _____

Date _____

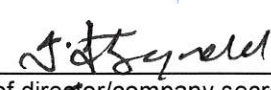
Signed _____

By executing this Deed the signatory warrants that the signatory is duly authorised to execute this Deed on behalf of CSIRO

SIGNED, SEALED and DELIVERED by AGL Energy Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:




(Signature of director)

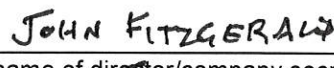


(Signature of director/company secretary)

Date _____



(Print name of director)



(Print name of director/company secretary)

Executed by Australia Pacific LNG Pty Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

Director _____

Name of Director _____

Date _____

Director/Secretary _____

Name of Director/Secretary _____

Signing page

EXECUTED BY THE PARTIES AS A DEED

SIGNED, SEALED and DELIVERED for and on behalf of the **COMMONWEALTH SCIENTIFIC AND INDUSTRIAL RESEARCH ORGANISATION**

by

Print Name

Title

a duly authorised officer of CSIRO and in the presence of:

Witness Print Name

Date

Signed

By executing this Deed the signatory warrants that the signatory is duly authorised to execute this Deed on behalf of CSIRO

Signed

SIGNED, SEALED and DELIVERED by AGL Energy Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

(Signature of director)

(Print name of director)

(Signature of director/company secretary)

(Print name of director/company secretary)

Date

Executed by Australia Pacific LNG Pty Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

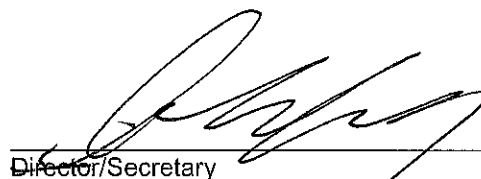


Director

FRANK G CALABRIA

Name of Director

Date



Director/Secretary

HELEN HARDY

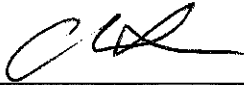
Name of Director/Secretary

SIGNED, SEALED and DELIVERED by Santos Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

by its duly authorised Attorney:

**Christian John Paech
General Counsel**

& Company Secretary



(Signature of ~~director~~) *Attorney*

(Print name of ~~director~~) *Attorney*



(Signature of director/company secretary) *witness*

Sonia Rai

(Print name of director/company secretary) *witness*

20 / 11 / 17

Date

SIGNED, SEALED and DELIVERED by QGC Pty Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

(Signature of director)

(Print name of director)

(Signature of director/company secretary)

(Print name of director/company secretary)

Date

SIGNED, SEALED and DELIVERED by Lattice Energy Limited (formerly Origin Energy Resources Limited) ABN 66 007 845 3338 in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

(Signature of director)

(Print name of director)

(Signature of director/company secretary)

(Print name of director/company secretary)

Date

SIGNED, SEALED and DELIVERED by Santos Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

(Signature of director)

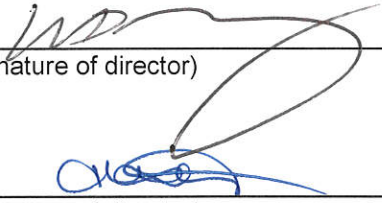
(Print name of director)

(Signature of director/company secretary)

(Print name of director/company secretary)

Date

SIGNED, SEALED and DELIVERED by QGC Pty Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:



(Signature of director)

WILLIAM MCKENZIE

(Print name of director)



(Signature of director/company secretary)

Kirsten Kenny

(Print name of director/company secretary)

Date

SIGNED, SEALED and DELIVERED by Lattice Energy Limited (formerly Origin Energy Resources Limited) ABN 66 007 845 3338 in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

(Signature of director)

(Print name of director)

(Signature of director/company secretary)

(Print name of director/company secretary)

Date

SIGNED, SEALED and DELIVERED by Santos Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

(Signature of director)

(Print name of director)

(Signature of director/company secretary)

(Print name of director/company secretary)

Date

SIGNED, SEALED and DELIVERED by QGC Pty Limited in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:

(Signature of director)

(Print name of director)

(Signature of director/company secretary)

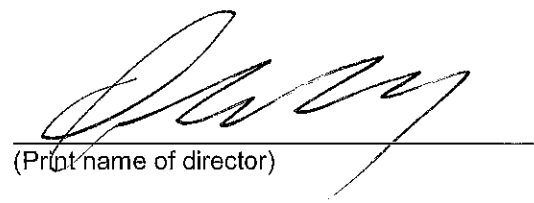
(Print name of director/company secretary)

Date

SIGNED, SEALED and DELIVERED by Lattice Energy Limited (formerly Origin Energy Resources Limited) ABN 66 007 845 3338 in accordance with section 127(1) of the Corporations Act 2001 (Cth) by:



(Signature of director)



(Print name of director)

FRANK G CALABRIA

(Signature of director/~~company secretary~~)

HELEN HARDY

(Print name of ~~director~~/company secretary)

Date

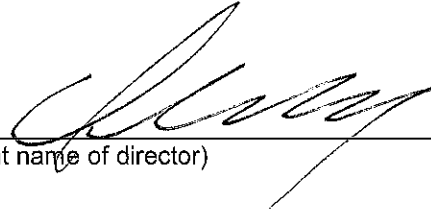
SIGNED, SEALED and DELIVERED by Origin
Energy Upstream Holdings Pty Ltd ABN 65 105
423 523 in accordance with section 127(1) of the
Corporations Act 2001 (Cth) by:



(Signature of director)

FRANK G CALABRIA

(Signature of director/~~company secretary~~)



(Print name of director)

HELEN HARDY

(Print name of ~~director~~/company secretary)

Date