

Appendix 1A

ASX Listing application and agreement

*This form is for use by an entity seeking admission to the *official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:*

1. *Application for admission to the *official list;*
2. *Information to be completed; and*
3. *Agreement to be completed.*

*Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and *quotation of its *securities. Publication does not mean that the entity will be admitted or that its *securities will be quoted.*

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005

Part 1 - Application for admission to the official list

Name of entity	ABN
AGL Energy Limited (AGL Energy)	74 115 061 375

We (the entity) apply for admission to the *official list of Australian Stock Exchange Limited (ASX) and for *quotation of *securities.

Part 2 - Information to be completed

About the entity

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

All entities

1 Deleted 30/9/2001

2 *Main class of *securities

Number	*Class
377,005,467	Ordinary
3 Additional *classes of *securities (except *CDIs)	
Number to be quoted	*Class
Nil	Not applicable
Nil	Not applicable

* See chapter 19 for defined terms.

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Number not to be quoted	*Class
Nil	Not applicable
Nil	Not applicable

4 Telephone number, postal address for all correspondence, general fax number, fax number for *company announcements office to confirm release of information to the market, and e-mail address for contact purposes.

Telephone No.: + 61 2 9921 2999
 Postal Address: 72 Christie Street, St Leonards, NSW 2065
 General Fax No.: + 61 2 9921 2552
 Fax number for company announcements office to confirm release of information to the market: + 61 2 9921 2552
 Contact Name: Paul McWilliams
 Contact Email: pmcwilliams@agl.com.au

5 Address of principal *security registries for each *class of *security (including *CDIs)

Link Market Service Limited
 Level 12, 680 George Street
 Sydney NSW 2000

6 Annual balance date

30 June

Companies only
(Other entities go to 19)

7 Name and title of chief executive officer/managing director

Paul Anthony (Managing Director and Chief Executive Officer)

8 Name and title of chairperson of directors

Mark Johnson (Chairman)

+ See chapter 19 for defined terms.

9	Names of all directors	<p>Mark Johnson Paul Anthony Charles Allen David Craig* Carolyn Hewson Max Ould Graham Reaney</p> <p>*Mr Craig will resign from the AGL Energy Board on or prior to the date of implementation of the Recommended Proposal (as defined in part 2 of the scheme booklet (Scheme Booklet) which forms Appendix 1 to the Information Memorandum which forms Annexure A to this application (Information Memorandum)) (expected to be 25 October 2006).</p>
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	<p>1. Duration of appointment of directors</p> <p>The directors (other than Mr Anthony) will be subject to retirement by rotation in accordance with clause 58 the proposed constitution of AGL Energy which forms Annexure B to this application (Constitution) and the Listing Rules. Mr Anthony's appointment will continue until terminated.</p> <p>Mr Anthony's appointment will also be subject to the terms of his employment contract, as summarised in Section 1.4(b) of Part 2 of the Scheme Booklet.</p> <p>2. Entitlement to participate in profits</p> <p>Clauses 61 (Remuneration of Non-Executive Directors) and 62 (Remuneration of Executive Directors) of the Constitution set out the entitlement of AGL Energy directors to participate in profits.</p>
11	Name and title of company secretary	Paul McWilliams (Company Secretary)
12	Place of incorporation	New South Wales, Australia
13	Date of incorporation	30 June 2005
14	Legislation under which incorporated	Corporations Act 2001 (Cth) (Corporations Act)
15	Address of registered office in Australia	72 Christie Street ST LEONARDS NSW 2065
16	Month in which annual meeting is usually held	<p>Following the implementation of the Recommended Proposal (as defined in Part 2 of the Scheme Booklet), AGL Energy intends to hold its annual meetings in October.</p> <p>In the future the AGL Energy Board may resolve to hold its annual meeting in another month (subject to the requirements of the Corporations Act).</p>

+ See chapter 19 for defined terms.

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|-----|--|--|
| 17 | Months in which dividends are usually paid (or are intended to be paid) | <p>The payment of dividends is subject to the discretion of the AGL Energy Board.</p> <p>If payable, interim dividends are intended to be paid in March. If payable, final dividends are intended to be paid in September. In the future, the AGL Energy Board may resolve to pay dividends in other months.</p> |
| 18 | If the entity is a foreign company which has a certificated subregister for quoted [†] securities, the location of Australian [†] security registers | Not applicable |
| 18A | If the entity is a foreign company, the name and address of the entity's Australian agent for service of process | Not applicable |

(Companies now go to 31)

All entities except companies

- | | | |
|-----|--|----------------|
| 19 | Name and title of chief executive officer/managing director of the responsible entity | Not applicable |
| 20 | Name and title of chairperson of directors of responsible entity | Not applicable |
| 21 | Names of all directors of the responsible entity | Not applicable |
| 22 | Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits | Not applicable |
| 23 | Name and title of company secretary of responsible entity | Not applicable |
| 23A | Trusts only - the names of the members of the compliance committee (if any) | Not applicable |
| 24 | Place of registration of the entity | Not applicable |

[†] See chapter 19 for defined terms.

25	Date of registration of the entity	Not applicable
26	Legislation under which the entity is registered	Not applicable
27	Address of administration office in Australia of the entity	Not applicable
28	If an annual meeting is held, month in which it is usually held	Not applicable
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable
30	If the entity is a foreign entity which has a certificated subregister for quoted *securities, the location of Australian *security registers	Not applicable
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable

⁺ See chapter 19 for defined terms.

About the entity

All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

31 Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements

<p>1. Share price above 20 cents</p> <p>Under the scheme of arrangement under Part 5.1 of the Corporations Act between AGL and its shareholders as described in Part 2 of the Scheme Booklet (AGL Scheme), each AGL shareholder (other than Alinta Group Holdings Pty Ltd who holds the "Excluded AGL Shares" (Alinta GH) and certain overseas shareholders who are ineligible to receive AGL Energy shares under the AGL Scheme) will, subject to the terms of the AGL Scheme, receive 0.6117 New Alinta Shares and one Converting Share (which will be bought back in consideration for one ordinary share in AGL Energy) (Buy Back) for each AGL Share held on the date for determining entitlements under the AGL Scheme (Record Date), which is expected to be 18 October 2006.</p> <p>If the AGL Scheme and the Buy Back are implemented, there will be approximately 377,005,467 ordinary shares on issue in AGL Energy, and as per the pro forma balance sheet for AGL Energy in Figure 2.6 of Part 2 of the Scheme Booklet and section 6.1.3 of the Independent Expert's Report (set out in Annexure F to Part 2 of the Scheme Booklet) AGL Energy has pro forma net tangible assets (net assets less goodwill) (NTA) of \$1,509.30 million as at 30 June 2006. On a per share basis (and assuming there will be 377,005,467 AGL Energy Shares issued under the AGL Scheme), the NTA of AGL Energy will be \$4.00 per AGL Energy Share.</p> <p>2. Spread requirement</p> <p>Under the AGL Scheme and the Buy Back, each AGL shareholder (other than Alinta GH and certain overseas shareholders who are ineligible to receive AGL Energy shares under the AGL Scheme and Buy Back) will become an AGL Energy shareholder. AGL Energy will therefore have substantially the same spread of shareholders as AGL. Further details of the spread can be provided after the Record Date on request if</p>

[†] See chapter 19 for defined terms.

		required.
32	<input checked="" type="checkbox"/> Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	<p>A copy of the Information Memorandum forms Annexure A to this application.</p> <p>As requested by ASX, an additional 50 copies of the Information Memorandum will be provided under cover of a separate letter from AGL Energy.</p>
33	<input checked="" type="checkbox"/> Cheque for fees	As discussed with ASX, payment of fees will be made following lodgement of this application.
34	<input checked="" type="checkbox"/> Type of subregisters the entity will operate <small>Example: CHES and certificated subregisters</small>	Electronic CHES subregister and Issuer Sponsored Subregister. No certificated subregister.
35	<input checked="" type="checkbox"/> Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	Section 9.2 of Part 2 of the Scheme Booklet contains a summary of material contracts. Due to confidentiality and commercial sensitivities, AGL Energy does not propose to provide copies of these documents.
36	<input type="checkbox"/> A certified copy of any restriction agreement entered into in relation to *restricted securities	Not applicable
37	<input type="checkbox"/> If there are *restricted securities, undertaking issued by any bank or +recognised trustee	Not applicable
38	<input checked="" type="checkbox"/> (Companies only) - certificate of incorporation or other evidence of status (including any change of name)	See Annexure C to this application
39	<input type="checkbox"/> (All entities except companies) - certificate of registration or other evidence of status (including change of name)	Not applicable
40	<input checked="" type="checkbox"/> Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	<p>The Constitution forms Annexure B to this application and is summarised in Section 1.8 of Part 2 of the Scheme Booklet.</p> <p>The Constitution will be adopted on or before the Second Court Date (expected to be 9 October 2006).</p>

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		Where is the information or document to be found? (eg, prospectus cross reference)
41	<input checked="" type="checkbox"/>	Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)
		See Annexure D to this application
42	<input checked="" type="checkbox"/>	A brief history of the entity or, if applicable, the group
		AGL Energy was incorporated on 30 June 2005. See Section 1 of Part 2 of the Scheme Booklet for information on AGL Energy after the implementation of the Recommended Proposal (as defined in Part 2 of the Scheme Booklet).
42A	<input checked="" type="checkbox"/>	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.
		See Annexure E to this application

About the securities to be quoted

All entities

43	<input checked="" type="checkbox"/>	Confirmation that the *securities to be quoted are eligible to be quoted under the listing rules
		The securities to be quoted are ordinary shares.
44	<input checked="" type="checkbox"/>	Voting rights of *securities to be quoted
		See clauses 43-52 of the Constitution, and for a summary of those rights, Section 1.8 of Part 2 of the Scheme Booklet.
45	<input checked="" type="checkbox"/>	A specimen certificate/holding statement for each *class of *securities to be quoted and a specimen holding statement for *CDIs
		See Annexure F to this application for a specimen transaction confirmation statement.
46	<input checked="" type="checkbox"/>	Terms of the *securities to be quoted
		The terms of the ordinary shares as set out in the Constitution, are summarised in Section 1.8 of Part 2 of the Scheme Booklet.
47	<input checked="" type="checkbox"/>	A statement setting out the names of the 20 largest holders in each *class of *securities to be quoted, and the number and percentage of each *class of *securities held by those holders
		Currently, all shares in AGL Energy are held by AGL. Under the AGL Scheme and Buy Back, existing AGL shareholders (other than Alinta GH and certain overseas resident shareholders who are ineligible to receive AGL Energy shares under the AGL Scheme and Buy Back) will, subject to the terms of the AGL Scheme, receive 0.6117 New Alinta Shares and one Converting Share (which will be bought back in consideration for one AGL Energy share) for every AGL Share held at the Record Date. Further information concerning the 20 largest shareholders will be provided, on request, following the Record Date.

+ See chapter 19 for defined terms.

- | | | | |
|----|-------------------------------------|--|--|
| 48 | <input checked="" type="checkbox"/> | A distribution schedule of each +class of +equity securities to be quoted, 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 | See item 47 above. Further information regarding the distribution of AGL Energy shareholders can be provided, on request, following the Record Date. |
| 49 | <input checked="" type="checkbox"/> | The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price | See items 47 and 48 above. Further information regarding the holders of parcels with a value of more than \$2,000 will be provided, on request, following the Record Date. |
| 50 | <input type="checkbox"/> | Terms of any +debt securities and +convertible debt securities | Not applicable |
| | | | Where is the information or document to be found? (eg, prospectus cross reference) |
| 51 | <input type="checkbox"/> | Trust deed for any +debt securities and +convertible debt securities | Not applicable |
| 52 | <input type="checkbox"/> | Deleted 24/10/2005. | Not applicable |

All entities with classified assets

(Other entities go to 62)

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

- | | | | |
|----|--------------------------|---|----------------|
| 53 | <input type="checkbox"/> | The name of the vendor and details of any relationship of the vendor with us | Not applicable |
| 54 | <input type="checkbox"/> | If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us | Not applicable |
| 55 | <input type="checkbox"/> | The date that the vendor acquired the +classified asset | Not applicable |
| 56 | <input type="checkbox"/> | The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise | Not applicable |

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- 57 The consideration passing directly or indirectly from the vendor (when the vendor *acquired the asset), and whether the consideration has been provided in full Not applicable
- 58 Full details of the *classified asset, including any title particulars Not applicable
- Where is the information or document to be found? (eg, prospectus cross reference)
- 59 The work done by or on behalf of the vendor in developing the *classified asset. In the case of a *mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX). Not applicable
- 60 The date that the entity *acquired the *classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full Not applicable
- 61 A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached). Not applicable

About the entity's capital structure

All entities

- 62 Deleted 1/9/99
- 63 A copy of the register of members, if ASX asks A copy will be provided on request following the Record Date.
- 64 A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years A copy of the court order dated 28 August 2006 which, inter alia, convenes the shareholders meeting to approve the AGL Scheme is attached at Annexure G to this application.

A copy of the court order approving the AGL Scheme will be provided on the AGL Scheme Effective Date (expected to be 11 October 2006).
- 65 The terms of any *employee incentive scheme The terms of the proposed AGL Energy employee share and incentive schemes are summarised in Sections 1.7 and 9.1 of Part 2 of the Scheme Booklet. The documents themselves will be provided on request

* See chapter 19 for defined terms.

		after they have been finalised.
66	<input checked="" type="checkbox"/> The terms of any *dividend or distribution plan	If the AGL Energy Board resolves to adopt and activate a dividend reinvestment plan, details of the plan will be provided.
67	<input type="checkbox"/> The terms of any *securities that will not be quoted	Not applicable
68	Deleted 1/7/98.	
		Where is the information or document to be found? (eg, prospectus cross reference)
69	<input checked="" type="checkbox"/> The entity's issued capital (interests), showing separately each *class of *security (except *CDIs), the amount paid up on each *class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each *class and the conversion terms (if applicable)	If the AGL Scheme and Buy Back are implemented, there will be approximately 377,005,467 ordinary shares on issue. All ordinary shares will be fully paid. For details of the issue price see item 31 above. The voting and dividend rights attaching to ordinary shares are set out in clauses 43-52 and 83-95 respectively of the Constitution.
70	<input type="checkbox"/> The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each *class and conversion terms (if applicable) Note: This applies whether the securities are quoted or not.	Not applicable
71	<input type="checkbox"/> The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each *class and conversion terms (if applicable) Note: This applies whether the securities are quoted or not.	Not applicable
72	<input type="checkbox"/> The number of the entity's options to *acquire unissued *securities, showing the number outstanding Note: This applies whether the securities are quoted or not.	Not applicable
73	<input checked="" type="checkbox"/> Details of any rights granted to any *person, or to any class of *persons, to participate in an issue of the entity's *securities Note: This applies whether the securities are quoted or not.	The terms of the proposed AGL Energy Long Term Incentive Plan are summarised in Section 1.7 of Part 2 of the Scheme Booklet. The documents itself will be provided on request after it has been finalised.
74	<input checked="" type="checkbox"/> If the entity has any *child entities, a list of all *child entities stating in each case the name, the nature of its business and the entity's percentage	See Annexure H to this application

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holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|---------|--------------------------|---|----------------|
| 75 | <input type="checkbox"/> | Evidence that the entity has been in the same main business activity for the last 3 full financial years | Not applicable |
| 76 | <input type="checkbox"/> | Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years | Not applicable |
| 76A | <input type="checkbox"/> | Evidence that the entity's +profit from continuing operations in the past 12 months exceeded \$400,000 | Not applicable |
| 77 | <input type="checkbox"/> | Audited +accounts for the last 3 full financial years and audit reports | Not applicable |
| 78 - 79 | | Deleted 1/7/97. | |
| 80 | <input type="checkbox"/> | Half yearly +accounts (if required) and audit report or review | Not applicable |
| 80A | <input type="checkbox"/> | Pro forma balance sheet and review | Not applicable |
| 80B | <input type="checkbox"/> | Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn +profit from continuing operations | Not applicable |

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

introduced 1/7/96. Amended 1/7/99.
 Deleted 1/7/97

- | | | | |
|-----|-------------------------------------|---|--|
| 81 | | | |
| 81A | <input checked="" type="checkbox"/> | For entities other than +investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million | See the pro forma balance sheet for AGL Energy in Figure 2.6 of Part 2 of the Scheme Booklet and Section 5.1.3 of the Independent Expert's Report (set out in Annexure F to Part 2 of the Scheme Booklet) which shows AGL Energy having pro forma net tangible assets (net assets less goodwill) of \$1,509.30 million as at 30 June 2006. |

+ See chapter 19 for defined terms.

81B	<input type="checkbox"/>	For *investment entities other than *pooled development funds, evidence of net tangible assets of at least \$15 million	Not applicable
81C	<input type="checkbox"/>	Evidence that the entity is a *pooled development fund with net tangible assets of at least \$2 million	Not applicable Where is the information or document to be found? (eg, prospectus cross reference)
82	<input checked="" type="checkbox"/>	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)	See the pro forma balance sheet for AGL Energy in Figure 2.6 of Part 2 of the Scheme Booklet and section 5.1.3 of the Independent Expert's Report (set out in Annexure F to Part 2 of the Scheme Booklet), which shows AGL Energy having total net tangible assets (net assets less goodwill) of \$1,509.30 million which includes cash and cash equivalents of \$64.7 million as at 30 June 2006.
83	<input type="checkbox"/>	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Not applicable
84	<input checked="" type="checkbox"/>	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	See the "Notes to the proforma AGL Energy historical financial information", paragraph (e)(i), set out on page 67 of Part 2 of the Scheme Booklet.
85		Deleted 1/9/99	
86		Deleted 1/7/97	
87	<input checked="" type="checkbox"/>	*Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	AGL Energy was incorporated on 30 June 2005 and has not produced accounts at the date of this application. The internal restructuring of AGL which will occur on or before the implementation of the Recommended Proposal (see Section 6.2(a)(iii) of Part 2 of the Scheme Booklet) renders pro forma accounts more useful. Section 2 of Part 2 of the Scheme Booklet and Section 5.1 of the Independent Expert's Report (set out in Annexure F to Part 2 of the Scheme Booklet) sets out the pro forma historical income statements for the financial years ended 30 June 2005 and 30 June 2006, the pro forma historical balance sheet as at 30 June 2006, and the pro forma historical cash flow information for the financial years ended 30 June 2005 and 30 June 2006 for AGL Energy.

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This information is reviewed in the Independent Expert's Report (set out in Annexure F to Part 2 of the Scheme Booklet.)

See also Section 2 of Part 2 of the Scheme Booklet for further financial information on AGL Energy.

87A Half yearly ^{*}accounts (if required) and audit report, review or statement that not audited or not reviewed

Not applicable

87B Audited balance sheet (if required) and audit report

See item 87

87C Pro forma balance sheet and review

See item 87

(Now go to 106)

88 Deleted 1/7/97.

89-92C Deleted 1/9/99.

93 Deleted 1/7/97.

94-98C Deleted 1/9/99.

99 Deleted 1/7/97.

100-105C Deleted 1/9/99.

^{*} See chapter 19 for defined terms.

About the entity's business plan and level of operations

All entities

<p>Information contained in the information memorandum</p>	<p>Where is the information or document to be found? (eg, prospectus cross reference)</p>
<p>106 <input checked="" type="checkbox"/> Details of the entity's existing and proposed activities, and level of operations. State the main business</p>	<p>See Section 1 of Part 2 of the Scheme Booklet.</p>
<p>107 <input checked="" type="checkbox"/> Details of any issues of the entity's *securities (in all *classes) in the last 5 years. Indicate issues for consideration other than cash</p>	<p>Two ordinary shares were issued for cash on the incorporation of AGL Energy on 30 June 2005. A further 377,005,465 ordinary shares will be issued on the date the Recommended Proposal is implemented (see Section 6.2(g) of Part 2 of the Scheme Booklet).</p>

Information memorandum requirements

All entities

<p>108 <input checked="" type="checkbox"/> If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum</p>	<p>See Section 3(a) of the Information Memorandum.</p>
<p>109 <input checked="" type="checkbox"/> The signature of every director, and proposed director, of the entity personally or by a *person authorised in writing by the director (in the case of a trust, director of the responsible entity)</p>	<p>See Section 8 of the Information Memorandum.</p>
<p>110 <input checked="" type="checkbox"/> The date the information memorandum is signed</p>	<p>See Section 8 of the Information Memorandum.</p>
<p>111(a) <input checked="" type="checkbox"/> Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it</p>	<p>See Section 4.1 of the Information Memorandum.</p>
<p>111(b) <input checked="" type="checkbox"/> If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity</p>	<p>See Section 4.1 of the Information Memorandum.</p>

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<i>Information contained in the information memorandum</i>	Where is the information or document to be found? (eg, prospectus cross reference)
111(c) <input checked="" type="checkbox"/> If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, ⁺ securities or otherwise by any ⁺ person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	See Section 4.1 of the Information Memorandum.
112(a) <input checked="" type="checkbox"/> Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	See Section 4.2 of the Information Memorandum.
112(b) <input checked="" type="checkbox"/> If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	See Section 4.2 of the Information Memorandum.
112(c) <input checked="" type="checkbox"/> If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, ⁺ securities or otherwise by any ⁺ person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	See Section 4.2 of the Information Memorandum.
113 <input checked="" type="checkbox"/> A statement that ASX does not take any responsibility for the contents of the information memorandum	See the "Important Information" Section in Part 2 of the Scheme Booklet and Section 3(b) of the Information Memorandum.
114 <input checked="" type="checkbox"/> A statement that the fact that ASX may admit the entity to its ⁺ official list is not to be taken in any way as an indication of the merits of the entity	See the "Important Information" Section in Part 2 of the Scheme Booklet and Section 3(b) of the Information Memorandum.
115 <input checked="" type="checkbox"/> If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	See Section 9.23 of Part 2 of the Scheme Booklet and Section 5 of the Information Memorandum.

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

116 A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum

See Section 6 of the Information Memorandum.

117 A statement that a supplementary information memorandum will be issued if the entity becomes ⁺aware of any of the following between the issue of the information memorandum and the date the entity's ⁺securities are ⁺quoted or reinstated.

- A material statement in the information memorandum is misleading or deceptive.
- There is a material omission from the information memorandum.
- There has been a significant change affecting a matter included in the information memorandum.
- A significant new circumstance has arisen and it would have been required to be included in the information memorandum

See Section 7 of the Information Memorandum.

Information contained in the supplementary information memorandum

118 If there is a supplementary information memorandum:

- Correction of any deficiency.
- Details of any material omission, change or new matter.
- A prominent statement that it is a supplementary information memorandum.
- The signature of every director, or proposed director, of the entity personally or by a ⁺person authorised in writing by the director (in the case of a trust, director of the responsible entity).
- The date the supplementary information memorandum is signed.

Not applicable

Evidence if supplementary information memorandum is issued

119 Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.

Not applicable

⁺ See chapter 19 for defined terms.

Other information

All entities

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|------|-------------------------------------|---|---|
| 120 | <input type="checkbox"/> | Evidence that the supplementary information memorandum was sent to every *person who was sent an information memorandum | Not applicable |
| 121 | <input checked="" type="checkbox"/> | Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity) | See Section 9.7 of Part 2 of the Scheme Booklet. |
| 122 | <input type="checkbox"/> | A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years | Not applicable |
| 123 | <input checked="" type="checkbox"/> | Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's *securities | See Section 9.30 of Part 2 of the Scheme Booklet. |
| 123A | <input type="checkbox"/> | The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the *official list at the date of its application for admission, unless ASX agrees otherwise.

<small>Example: ASX may agree otherwise if the entity was recently incorporated</small> | Not applicable |

Mining exploration entities

- | | | | |
|-----|--------------------------|--|----------------|
| 124 | <input type="checkbox"/> | A map or maps of the mining tenements prepared by a qualified *person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified *person and the report to which they relate. | Not applicable |
| 125 | <input type="checkbox"/> | Deferred 1/7/97 | |

* See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|-----|--------------------------|---|-----------------------|
| 126 | <input type="checkbox"/> | <p>A schedule of *mining tenements prepared by a qualified person. The schedule must state in relation to each *mining tenement:</p> <p>the geographical area where the *mining tenement is situated;</p> <p>the nature of the title to the *mining tenement;</p> <p>whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and</p> <p>the *person in whose name the title to the *mining tenement is currently held.</p> | <p>Not applicable</p> |
| 127 | <input type="checkbox"/> | <p>If the entity has *acquired an interest or entered into an agreement to *acquire an interest in a *mining tenement from any *person, a statement detailing the date of the *acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.</p> | <p>Not applicable</p> |
| 128 | <input type="checkbox"/> | <p>A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each *mining tenement or, where appropriate, each group of tenements</p> | <p>Not applicable</p> |
| 129 | <input type="checkbox"/> | <p>A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and *ore reserves</p> | <p>Not applicable</p> |

* See chapter 19 for defined terms.

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.

- 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 the +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 601MB(1), 737, 738, 992A, 992AA 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.

⁺ See chapter 19 for defined terms.

- 5 We will comply with the listing rules that are in force from time to time, even if ⁺quotation of our ⁺securities is deferred, suspended or subject to a ⁺trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁻securities cannot be approved under the operating rules of the ⁺approved CS facility:
- We will satisfy the ⁺technical and performance requirements of the ⁺approved CS facility and meet any other requirements the ⁺approved CS facility imposes in connection with approval of our ⁺securities.
 - When ⁻securities are issued we will enter them in the ⁺approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The ⁺approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the ⁻securities for which ⁻quotation is sought.

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's securities cannot be approved under the operating rules of the approved CS facility, we confirm that either:

- we have given a copy of this application to the approved CS facility in accordance with the operating rules of the approved CS facility; or
- we ask ASX to forward a copy of this application to the approved CS facility.

12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's securities cannot be approved under the operating rules of the approved CS facility:

- The approved CS facility is irrevocably authorised to establish and administer a subregister in respect of CDs.
- We will make sure that CDs are issued over securities if the holder of quoted securities asks for CDs.

13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's securities cannot be approved under the operating rules of the approved CS facility:

- we have given a copy of this application to the approved CS facility in accordance with the operating rules of the approved CS facility; or
- we ask ASX to forward a copy of this application to the approved CS facility.

Dated: 26 September 2006


Signed and delivered by **AGL Energy Limited**
by:



Signature of director

DAVID CRAIG

Name of director (print)



Signature of ~~director~~/secretary

PAUL M'WILLIAMS

Name of ~~director~~/secretary (print)

[†] See chapter 19 for defined terms.