

ANNEXURE D

COOPERATIVE ARRANGEMENTS²⁹³

The following table refers to "AGL" where AGL's participation occurs through a member of the AGL group.

Joint Venture	AGL interest (%)	Principal activities / other participants / duration	Will the agreement or arrangement continue following the Proposed Acquisition?
Electricity generation and retail interests			
North Queensland Energy Joint Venture	50	<p>The North Queensland Energy joint venture is a 50/50 joint venture between AGL and Arrow.</p> <p>The Joint Venture Agreement sets out the terms under which the parties will establish the unincorporated joint venture.</p> <p>The NQE JV purchases gas from the Moranbah Gas Project Joint Venture (see below) and sells gas into the North Queensland market and electricity into the National Electricity Market. AGL is currently the manager of the joint venture.</p> <p>The joint venture agreement is ongoing.</p>	Yes
Macarthur Wind Farm Joint Venture	50	<p>The Macarthur Wind Farm joint venture is a 50/50 joint venture between AGL and Malakoff Wind Macarthur Pty Ltd to develop and operate the Macarthur Wind Farm (a wind farm located in Victoria which is currently in operation and with a generating capacity of approximately 420 MW).</p> <p>The joint venture agreement is ongoing.</p>	Yes
ActewAGL Retail Partnership	50	<p>The ActewAGL partnership is made up of two partnerships:</p> <ul style="list-style-type: none"> • ActewAGL Retail is owned equally by ACTEW Corporation and AGL via subsidiary companies; and • ActewAGL Distribution is owned equally by ACTEW Corporation and SPI (Australia) Assets Pty Ltd via subsidiary companies. <p>AGL supplies gas, electricity, management and retail services to the ActewAGL Retail Partnership.</p> <p>The ActewAGL partnership is ongoing.</p>	Yes

²⁹³ Fowler, Annexure AF-5.

Joint Venture	AGL interest (%)	Principal activities / other participants / duration	Will the agreement or arrangement continue following the Proposed Acquisition?
Diamantina Power Station joint venture (Diamantina Holding Company Pty Limited)	50	<p>This 50/50 joint venture relates to the joint financing, construction, development, operation and maintenance of the Diamantina Power Station by APA Group and AGL.</p> <p>The Diamantina power station is a gas fired power station which is currently being constructed at Mt Isa, Queensland. It is intended to have generation capacity of approximately 248MW.</p> <p>The joint venture agreement is ongoing.</p>	Yes
Oil and gas interests			
Moranbah Gas Project joint venture (PL 191, PL 196, PL 222, PL 223, PL 224 & ATP 1103)	50	<p>AGL is party to two agreements relating to the Moranbah Gas Project, a joint venture with Shell Energy Holdings Australia Limited/Arrow Energy, in which AGL holds a 50% interest.</p> <p>The Project Agreement expires in 2050 unless terminated earlier.</p>	Yes
Spring Gully Project (1) - ATP 592P, PL 195 and PL 203	0.75	<p>AGL is a party to an operating agreement with Tri-Star Petroleum Company, Australia Pacific LNG Pty Ltd Australia Pacific LNG (CSG) Pty Ltd and Santos QNT Pty Ltd, relating to the development and production of CSG from exploration tenement ATP 529P, in respect of which PL 195 and PL 203 have been granted.</p> <p>AGL currently holds a 0.75% in ATP 529P, PL 195 and PL 203.</p> <p>The agreement is ongoing.</p>	Yes
Spring Gully Project (2) - PL 204	0.0375	<p>AGL is part to an operating agreement with Tri-Star Petroleum Company, Australia Pacific LNG Pty Ltd, Australia Pacific LNG CSG Marketing Ltd, Australia Pacific LNG (CSG) Pty Ltd and Santos QNT Pty Ltd, relating to the development and production of CSG from PL 204 (formerly ATP 701P).</p> <p>AGL currently holds a 0.0375% interest in PL 204.</p> <p>The agreement is ongoing.</p>	Yes
Galilee Energy Joint Venture (ATP 529)	50	<p>The Galilee Energy Joint Venture is a 50/50 joint venture between AGL and Galilee Energy Limited (through subsidiaries).</p> <p>The agreement is ongoing.</p>	Yes

Joint Venture	AGL interest (%)	Principal activities / other participants / duration	Will the agreement or arrangement continue following the Proposed Acquisition?
Silver Springs (ATP 471P (Bainbilla Block))	75.252	<p>AGL is a party to a joint venture agreement with Origin Energy Resources Limited which sets out the terms under which the parties will operate an unincorporated joint venture to develop and operate exploration tenement ATP 471P in the Surat Basin in Queensland.</p> <p>The agreement is ongoing.</p>	Yes
Silver Springs (ATP 471P – Weribone block)	28.71	<p>AGL is party to a Pooling Agreement with Senex Weribone Pty Ltd and Oil Investments Pty Ltd which sets out the terms under which the parties will develop an area known as the 'Weribone Pooling Area' in the Surat Basin in Queensland (which covers exploration tenement, ATP 470 and ATP 471P). Exploration activities are being undertaken on this tenement.</p> <p>The agreement is ongoing.</p>	Yes
Silver Springs (PL 1 (Cabawin))	15	<p>Pursuant to the terms of a Farm-In Agreement, AGL acquired a 15% interest in PL 1, located in the Surat Basin, Queensland</p> <p>AGL is also party to a Joint Operating Agreement (JOA) which sets out the terms under which the parties will operate an unincorporated joint venture to develop PL 1.</p> <p>The other parties to the JOA include Santos QNT Pty Ltd, Anvil Australia Petroleum Pty Ltd, Petroalbion Pty Ltd and Moage Ltd.</p> <p>The JOA is ongoing.</p>	Yes
Silver Springs (PL 30 (Riverslea))	10	<p>AGL is a party to a Joint Operating Agreement which sets out the terms under which the parties will operate an unincorporated joint venture to develop PL 30, located in the Surat Basin, Queensland.</p> <p>The other parties to the JOA include Oil Investments Ltd, Angari Pty Ltd, Santos (BOL) Ltd and Bridge Oil Exploration Pty Ltd.</p> <p>The JOA is ongoing.</p>	Yes
Silver Springs (PL 56)	16	<p>AGL is a party to a Joint Operating Agreement which sets out the terms under which the parties will operate an unincorporated joint venture to develop PL 56 located in the Surat Basin, Queensland.</p>	Unlikely – a submission has been made to the Queensland Government to relinquish this tenement (although this is not contingent on whether or not the

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		<p>Other parties to the agreement include Oil Investments Ltd, Angari Pty ltd and Santos (BOL).</p> <p>The agreement is ongoing.</p>	Proposed Acquisition proceeds)
Silver Springs (PL 74 (Major))	16	<p>AGL is a party to a joint venture agreement which sets out the terms under which the parties will operate an unincorporated joint venture to develop PL 74 located in the Surat Basin, Queensland</p> <p>Other parties to the agreement include Oil Investments Ltd, Angari Pty Ltd and Santos (BOL) Ltd.</p> <p>The agreement is ongoing.</p>	Yes
Cooper Basin joint venture	Up to 40%	<p>AGL is party to a Joint Operating Agreement (JOA) which sets out the terms under which the parties will operate an unincorporated joint venture to develop exploration tenement ATP 1056P in southwest Queensland.</p> <p>The JOA is ongoing.</p> <p>The parties to the JOA are AGL, Discovery Geo Corporation, Tamark Pty Ltd, Carson Energy Inc., Foresight Australia Pty Ltd, Rockwall Oil, LP, Matariki Petroleum Limited and Texas-Tickalara Energy Partners.</p>	Yes
Mascotte Joint Venture (ATP 119P)	47.5%	<p>The Mascotte joint venture is an unincorporated joint venture between AGL and members of the Santos group to develop and operate petroleum leases granted in respect of exploration tenement ATP 119P in Queensland.</p> <p>AGL is party to a series of Agreements originally executed in 1978 (as amended) in relation to this joint venture. The agreements are ongoing.</p>	Yes
Lytton Joint Venture	33.333	<p>AGL is a party to the Joint Operating Agreement with IOR and Beach Energy to accept and store oil in the Lytton tanks and later ship to Caltex refinery through the pipelines connecting both facilities.</p> <p>The asset is located in the Port of Brisbane.</p> <p>The agreement is ongoing.</p>	

Joint Venture	AGL interest (%)	Principal activities / other participants / duration	Will the agreement or arrangement continue following the Proposed Acquisition?
Energy Infrastructure Management Pty Ltd	50	AGL owns a 50% interest in Energy Infrastructure Management Pty Ltd (EIM), with the other 50% being held by Arrow Energy. EIM is a specialist company which operates and maintains high pressure gas transmission pipelines in Queensland	Yes
Central Queensland Pipeline Pty Ltd	50	<p>AGL owns a 50% interest in Central Queensland Pipeline Pty Ltd (CQP) which originally intended to develop the Central Queensland Pipeline (a 440 km long high-pressure gas transmission pipeline in Central Queensland from Moranbah to Gladstone) under the authority of Petroleum Licence PPL 121.</p> <p>However, on 23 January 2014, the Department of Natural Resources and Mines in Queensland granted an application by CQP to surrender PPL 121. There is no current intention to proceed with building the pipeline.</p>	See comments in adjacent column.
CSM Energy Limited	35	<p>In 2007, AGL acquired a 35% interest in CSM Energy Limited, a specialist 'project developer' which develops methane gas management and commercialisation solutions for coal mine and petroleum lease owners and operators.</p> <p>AGL is the largest shareholder in CSM Energy Limited. Other shareholders include Coalroc Contractors Pty Limited, an Australian-based service provider to the underground black coal industry.</p>	Yes