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24 May 2012

Mr Anthony Ingegneri
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Mr Ingegneri

AGL Energy Limited

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by AGL Energy Limited (ABN 74 115 061 375) (ASX code: AGK) (**AGL**) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**) as notionally modified by the Australian Securities and Investments Commission (**ASIC**).

AGL announced on 24 May 2012 a fully underwritten pro rata accelerated renounceable rights issue with retail rights trading (**Rights Issue**). Under the Rights Issue, shareholders with a registered address in Australia, New Zealand and certain other jurisdictions are invited to subscribe for 1 fully paid AGL ordinary shares (**Shares**) for every 6 Shares held as at 7.00pm (AEST time) on 29 May 2012.

AGL advises that:

- a. the Shares to be issued pursuant to the Rights Issue will be offered for issue without disclosure under Part 6D.2 of the Act;
- b. this notice is being given under section 708AA(2)(f) of the Act as modified by ASIC;
- c. as a disclosing entity, AGL is subject to regular reporting and disclosure obligations;
- d. as at the date of this notice, AGL has complied with:
 1. the provisions of Chapter 2M of the Act as they apply to AGL; and
 2. section 674 of the Act;
- e. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act as notionally modified by ASIC that is required to be set out in this notice; and

- f. the potential effect the Rights Issue will have on the control of AGL, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given the structure of the Rights Issue as a pro-rata issue and the current level of holdings of substantial holders (based on substantial holding notices that have been given to AGL and lodged with ASX on or prior to the date of this notice), the Rights Issue is not expected to have any material effect or consequence on the control of AGL.

Yours sincerely



Paul McWilliams
Company Secretary