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LAWYERS

25 February 2009

By fax 1 page

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Dear Sir/Madam

Takeover Offer by AGL Energy Limited for Sydney Gas Limited – Notice under ASX Listing Rule 3.3

We act for AGL Energy Limited ABN 74 115 061 375 (**AGL**) in relation to its takeover offer for all of the fully paid ordinary shares in Sydney Gas Limited ABN 93 003 324 310 (**SGL**) (the **Offer**). The Offer closed at 7:00 pm (AEDT) on 24 February 2009.

AGL gives notice that:

- (a) as at the close of the Offer, AGL had a relevant interest in 96.95% of the ordinary shares in SGL; and
- (b) AGL intends to compulsorily acquire the remaining ordinary shares in SGL under Division 1 of Part 6A.1 of the *Corporations Act 2001* (Cth).

Yours faithfully
Gilbert + Tobin