

Notice of 2013 Annual General Meeting/Proxy Form

4 October 2013

Cooper Energy Limited's (ASX:COE) 2013 Annual General Meeting will be held on Thursday 7 November 2013 at 10:00am in the Victoria Room, Ground Floor, Hilton Adelaide, 233 Victoria Square, Adelaide, South Australia.

The Notice of Meeting and Proxy Form have been mailed to shareholders today. Copies of these documents are attached and are available on Cooper Energy's website at www.cooperenergy.com.au

The Cooper Energy 2013 Annual Report has also been mailed to shareholders who have elected to receive a printed copy today. A copy of the 2013 Annual Report was lodged with ASX immediately prior to this announcement and is available on Cooper Energy's website at www.cooperenergy.com.au

Further comment and information
Alison Evans
Company Secretary
+61 8 8100 4900

About Cooper Energy Limited ("Cooper")

Since listing on the ASX in 2002, Cooper has built a portfolio of near term low risk development and appraisal projects as well as high impact exploration prospects. Cooper currently benefits from approximately 500,000 barrels of oil production per year from the Cooper Basin, South Australia, with approximately 150 barrels of oil per day gross production from its Sukananti KSO in Indonesia. Cooper also has prospective exploration licenses in Australia (Cooper, Otway and Gippsland Basins), Tunisia and Indonesia. Cooper enjoys a solid balance sheet, good production earnings, and has a clear strategy to enhance shareholder return. www.cooperenergy.com.au

Cooper Energy Limited

ABN 93 096 170 295

Notice of Annual General Meeting and Explanatory Memorandum

Date of meeting: Thursday 7 November 2013

Time of meeting: 10.00 a.m.

**Place of meeting: Victoria Room, Ground Floor,
Hilton Adelaide, 233 Victoria Square,
Adelaide South Australia**

This is an important document.

Please read it carefully and in its entirety.

**If you do not understand it, please consult
with your professional advisers.**

**If you are unable to attend the AGM,
please complete the Proxy Form enclosed
and return it in accordance with
the instructions set out in that form.**

**The annual report is available online,
visit [http://www.cooperenergy.com.au/
investor-information/reports](http://www.cooperenergy.com.au/investor-information/reports)**

ANNUAL
GENERAL
MEETING
2013

Notice of Annual General Meeting

Cooper Energy Limited ABN 93 096 170 295

Background Information

To assist you in deciding how to vote on the Resolutions, further details as background information to the Resolutions are set out in the Explanatory Statement forming part of this Notice of Meeting.

The AGM of Cooper Energy Limited (Company) will be held in the Victoria Room, Ground Floor, Hilton Adelaide, 233 Victoria Square, Adelaide South Australia, on Thursday 7 November 2013 at 10.00 a.m. (CST).

Terms used in this Notice of Meeting and the Explanatory Memorandum are defined in the glossary.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the AGM.

Agenda

1. Financial reports

To receive and consider the Annual Financial Report, the Directors' Report and the Audit Report of the Company for the financial year ended 30 June 2013.

2. Resolution 1 – Adoption of the Remuneration Report (non-binding resolution)

To consider and, if thought fit, to pass the following as an ordinary resolution:

'That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for Cooper Energy Limited (which is contained in the Directors' Report) for the financial year ended 30 June 2013 be adopted.'

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party of such a member of the Key Management Personnel, unless the vote is cast as a proxy for a person entitled to vote on Resolution 1 in accordance with a direction on the proxy form.

3. Resolution 2 – Re-election Mr Jeffrey Schneider as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Mr Jeffrey Schneider, a director who retires by rotation in accordance with clause 5.1 of the Constitution and who offers himself for election, is re-elected as a director of the Company'

4. Resolution 3 – Election of Mr John Conde AO as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

‘That Mr John Conde AO, a director appointed since the previous annual general meeting and who ceases to hold office in accordance with clause 8.2 of the Constitution, is elected as a director of the Company.’

5. Resolution 4 – Election of Ms Alice Williams as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

‘That Ms Alice Williams, a director appointed since the previous annual general meeting and who ceases to hold office in accordance with clause 8.2 of the Constitution, is elected as a director of the Company.’

6. Resolution 5 – Issue of Performance Rights to Mr David Maxwell, Managing Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

‘That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company approves and authorises the grant of performance rights to Mr David Maxwell, under the employee performance rights plan approved by shareholders at the Company’s 2012 annual general meeting, on the terms and conditions detailed in the explanatory memorandum accompanying the notice convening this meeting.’

Voting Exclusion

For the purpose of Listing Rule 10.15.5, and for all other purposes, the Company will disregard any votes cast on this Resolution 5 by any Director, other than those who are ineligible to participate in the Performance Rights Plan, and any of their associates.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Resolution 6 – Issue of Performance Rights to Mr Hector Gordon, Executive Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

‘That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company approves and authorises the grant of performance rights to Mr Hector Gordon, under the employee performance rights plan approved by shareholders at the Company’s 2012 annual general meeting, on the terms and conditions detailed in the explanatory memorandum accompanying the notice convening this meeting.’

Voting exclusion statement:

For the purpose of Listing Rule 10.15.5, and for all other purposes, the Company will disregard any votes cast on this Resolution 6 by any Director, other than those who are ineligible to participate in the Performance Rights Plan, and any of their associates.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 7 – Renewal of proportional takeover provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

‘That pursuant to section 648G of the Corporations Act, the existing proportional takeover approval provision in clause 163 of the Constitution is renewed for a period of three years, commencing on the date of this meeting.’

These notes form part of the Notice of Meeting.

1. Background information

To assist you in deciding how to vote on the Resolutions, background information to the resolutions are set out in the Explanatory Memorandum forming part of this Notice of Meeting.

2. Recommendation

The Directors consider that the above resolutions are in the best interests of the Shareholders and (save where otherwise indicated in the Explanatory Memorandum) unanimously recommend that Shareholders vote in favour of each of them.

3. Voting entitlements

The Directors have determined that, for the purpose of voting at the AGM, Shareholders eligible to vote at the AGM are those persons who are the registered holders of Shares at 5.00pm (CST) on 5 November 2013.

4. How to vote

You may vote by attending the AGM in person, by proxy, or by an authorised representative.

5. Voting in person

To vote in person, attend the AGM on the date and at the place set out in this notice. Shareholders are asked to arrive at the venue by 9.45 a.m. so the Company may check their shareholding against the Company's share register and note attendances.

6. Voting by proxy

A Shareholder has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy must appoint a representative to exercise any of the powers the body corporate can exercise as a proxy at the AGM. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder is entitled to cast two or more votes he or she may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be received at the Share Registrar no later than 10.00 a.m. (CST) on 5 November 2013 (Proxy Forms received after that time will be invalid).

Proxy Forms must be received before that time via any of the following methods:

Online:

www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy Form and follow the prompts

By Post:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By Facsimile (within Australia):

1800 783 447

By Facsimile (outside Australia):

+61 3 9473 2555

By Hand:

Computershare Investor Services Pty Ltd
Level 2, 45 St Georges Terrace,
Perth, Western Australia, 6000

For Intermediary Online subscribers

only (custodians) please visit

<http://www.intermediaryonline.com>

to submit your voting intentions.

Any proxy form received after 10.00 a.m. (CST) will not be valid for the AGM.

7. Voting by corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. A certificate of appointment of the corporate representative will be sufficient for these purposes and must be lodged with the Company and/or the Share Registrar before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available on request by contacting the Share Registrar on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia).

8. Questions from Shareholders

The chairman of the meeting will allow reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

Mr Trevor Hammond of Ernst and Young, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2013 (or his representative), will attend the AGM. The chairman of the meeting will allow reasonable opportunity for Shareholders to ask the auditor questions at the meeting about:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to any questions you may have, please submit any questions you may have by fax or to the address below by no later than 5.00 p.m. (CST) on 31 October 2013.

By Post:

Att: Company Secretary
Level 10
60 Waymouth Street
Adelaide SA 5000

By Facsimile:

(08) 8100 4997 (within Australia)

By Facsimile:

+61 8 8100 4997 (outside Australia)

By Email:

customerservice@cooperenergy.com.au

As required under section 250PA of the Corporations Act, at the meeting, the Company will make available those questions directed to the auditor received in writing at least five business days prior to the AGM, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the annual financial report for the year ended 30 June 2013. The chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

9. Annual Report

The Company advises that a copy of its Annual Report for the year ended 30 June 2013 is available to download at the website address, <http://www.cooperenergy.com.au/investor-information/reports>.

Shareholders who have elected to continue to receive a hard copy of the Company's annual reports, will receive the Annual Report with this Notice of Meeting.

Shareholders who did not elect to continue to receive a hard copy of the Company's annual reports and now (or in the future) wish to receive a hard copy of the Company's annual reports, should contact the Share Registrar on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia).

10. Enquiries

Shareholders are invited to contact the Company Secretary, Ms Alison Evans on +61 8 8100 4900 or customerservice@cooperenergy.com.au if they have any queries in respect of the matters set out in these documents.

By order of the board

Date: 4 October 2013

Signed:



Name: **Alison Evans** Company Secretary

Explanatory Memorandum

This Explanatory Memorandum and all attachments are important documents and should be read carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Meeting please contact the Company, your stockbroker or other professional adviser.

This Explanatory Memorandum has been prepared for Shareholders in connection with the AGM of the Company to be held on Thursday 7 November 2013.

The purpose of this Explanatory Memorandum is to provide Shareholders with information the Board considers to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice of Meeting.

1. Financial reports

The Corporations Act requires the Annual Financial Report, Directors' Report, and the Auditor's Report to be received and considered at the AGM. Refer to section 9 of the Notes of the Notice of Meeting as to how to obtain a copy of the Annual Report.

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report.

The Company's auditor, Ernst & Young, will be present at the AGM and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the Company's accounting policies and the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1 – Adoption of the Remuneration Report

The Annual Report for the year ended 30 June 2013 contains the Remuneration Report which:

- sets out the remuneration policy for the Company;
- discusses the relationship between the remuneration policy and the Company's performance; and
- details the remuneration arrangements for the Chief Executive Officer, senior executives and non-executive Directors.

The Remuneration Report is contained within the Directors' Report in the Company's Annual Report and in the annual report section of the website at <http://www.cooperenergy.com.au/investor-information/reports>.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chairman will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the meeting.

Although voting on the adoption of the Remuneration Report is for advisory purposes only, if there are two consecutive votes at AGMs against the Remuneration Report of 25% or more (each year's votes being considered a **Strike**), at the second consecutive AGM at which a Strike occurs (**Second Strike**), a resolution must be put to Shareholders where each Director is nominated for re-election (**Spill Resolution**).

If the Spill Resolution is passed, then the Company is required to hold an additional general meeting (**Further Meeting**) within 90 days of the Spill Resolution. At the Further Meeting all Directors (excluding the Managing Director) must be nominated for re-election.

Section 250R(4) of the Corporations Act prohibits any votes on this Resolution being cast by Key Management Personnel (or their associates) whose remuneration details are disclosed in the Remuneration Report. However, an exception to this prohibition exists to enable the Chairman to vote shareholders' undirected proxy votes. In this regard, you should specifically note that if you appoint the Chairman as your proxy and you indicate on the Proxy Form that you do not wish to specify how the Chairman should vote on Resolution 1, the Chairman will cast your votes in favour of Resolution 1.

If you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 in the Proxy Form.

3. Resolution 2 – Re-election of Mr Schneider

Clause 5.1 of the Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. A retiring Director is eligible for re-election.

Mr Jeffrey Schneider retires in accordance with clause 5.1 of the Constitution and, being eligible, has offered himself for re-election.

Professional details, including experience, knowledge and skills of Mr Schneider and his status as an independent, non-executive Director, are set out in the Annual Report.

In relation to his re-election, Mr Schneider states:

"I believe my experience and knowledge of the oil and gas industry enables me to well serve the interests of Cooper Energy shareholders as a non-executive director. This has been gained over more than 35 years in the industry many of which have been in senior commercial or business roles with an emphasis on strategy development and execution, mergers and acquisitions, business development and marketing of hydrocarbons. This business experience is supported by extensive corporate governance experience at board level including roles as both executive and non-executive directors and chair/member of audit, remuneration and governance committees."

The Board (with the exception of Mr Schneider) recommends that Shareholders vote in favour of Resolution 2.

4. Resolutions 3 and 4 – Election of Mr Conde AO and Ms Williams

Mr John Conde AO was appointed as a Director and Chairman by the Board on 25 February 2013 and Ms Williams was appointed as a Director by the Board on 28 August 2013. In accordance with clause 8.2 of the Constitution, a Director appointed by the Board holds office until the next annual general meeting and is then eligible for election. Mr Conde and Ms Williams seek election as Directors of the Company.

Professional details, including experience, knowledge and skills, of each of Mr Conde and Ms Williams and their status as independent non-executive Directors are set out in the Annual Report.

In relation to his election, Mr Conde states:

"I am delighted to have been able to serve, and to now stand for election, as a director of Cooper Energy. This involvement draws on my experience as a chairman and non-executive director and my enthusiasm for being involved with growth companies."

I bring over 25 years' experience as a non-executive company director, much of which has included roles as a director or chairman of resource and energy companies including BHP Billiton, Pacific Power, EnergyAustralia, Excel Coal and Whitehaven Coal. In addition, my experience as President of the Remuneration Tribunal has involved me in several years of detailed assessment of remuneration for a range of offices which is relevant to the deliberations required of members of your Company's Remuneration and Nomination Committee on which I also serve."

The eight months I have been chairman have reinforced my desire to serve as a non-executive director of your company and fortified my initial view that, with your support, I can contribute to Cooper Energy's development in the interests of all shareholders."

Explanatory Memorandum

In relation to her election, Ms Williams states:

"I welcome the opportunity to stand for election as a non-executive director of Cooper Energy. I believe my experience as an executive, advisor and director are well-suited to the needs of the company, and its growth plans. In particular, my experience in the capital markets, and my expertise as a Chartered Financial Analyst equip me to provide guidance and critical input on the Company's capital management and general strategy development and implementation in the interests of shareholder value. Cooper Energy is a small company with a strong balance sheet and good prospects, and should I be successful in standing for election as a Director, I will bring the judgement and expertise from my work for large Australian and international companies and Federal and State governments on matters of strategic, financial and organisational management matters."

The Board (with the exception of Mr Conde) recommends that Shareholders vote in favour of Resolution 3.

The Board (with the exception of Ms Williams) recommends that Shareholders vote in favour of Resolution 4.

5. Resolutions 5 and 6 – Issue of Performance Rights to Mr David Maxwell, Managing Director and Hector Gordon, Executive Director Exploration and Production

The Board considers that it is desirable for the Managing Director and Executive Director and other senior executives to be remunerated in a consistent basis and in a manner that aligns their interests with those of the Company's Shareholders. The Company has established a Long Term Incentive Plan by adoption of the Company's employee performance rights plan (LTIP). The LTIP was last approved by the Shareholders at the 2012 annual general meeting.

Listing Rule 10.14 provides that a company must not permit a director to acquire securities under an employee incentive scheme without the prior approval of holders of ordinary securities. Accordingly, under Resolutions 5 and 6, approval is sought for the issue of Performance Rights to Mr Maxwell and Mr Gordon on the terms set out below.

Performance Rights issued under the LTIP will be issued for no consideration and will entitle the participant to one Share upon vesting of that Performance Right. No consideration is payable on the vesting of the Performance Right.

Number of Performance Rights to be granted

Subject to Shareholder approval, the number of performance rights to be issued to the Executive Directors will be calculated based on the following formula:

$$\text{Organisational Level Benchmark} \div \text{Relevant Share Price}$$

Where the **Organisational Level Benchmark** is:

- for David Maxwell, 120% of his annual fixed remuneration; and
- for Hector Gordon, 95% of his annual fixed remuneration

and,

the **Relevant Share Price** is the volume weighted average price of the Company's shares over the 30 ASX trading days immediately prior to the grant date. It is the Company's intention that the grant date is approximately 6 weeks after the release of the Company's annual results.

Performance conditions and vesting periods

The number of Performance Rights will be divided into two sub-tranches for each of the Executive Directors. 25% of the Tranche (ATSR Rights) is to be measured against the Company's Absolute Total Shareholder Return (ATSR) and 75% of the Tranche is to be measured against the Company's Relative Total Shareholder Return (RTSR), both over three years.

Sub-tranche One

Assess 25% of the Tranche against average annual ATSR over three years from date of issue

Below 5%, no ATSR Rights will vest

Equal to 5%, 25% of the ATSR Rights will vest

Equal to 15%, 50% of the ATSR Rights will vest

Greater than 25%, 100% of the ATSR Rights will vest

Sub-tranche Two

Assess 75% of Rights (**RTSR Rights**) against Relative Percentile ranking of RTSR over three years from the date of issue

Below P50%, no RTSR Rights will vest

Equal to P50%, 50% of the RTSR Rights will vest

Greater than P75%, 100% of the RTSR Rights will vest

Where a result falls between the above benchmarks, the vesting will be on a pro-rata basis. Any fractional entitlements to Performance Rights upon vesting will be rounded down to the nearest whole number.

For the purpose of the RTSR, a comparison will be made against eight peer group companies selected by the Board. The eight peer group companies and the Company will be given a ranking from one to nine (with the company with the highest ATSR being ranked one).

The number of all ATSR and RTSR Tranches to be allocated in each year will be divided by three and each third will be assessed against an annual hurdle as outlined above. The number of Performance Rights in each tranche that is achieved on an annual basis will then vest at the end of the three year period providing the Executive Director remains with the Company.

Performance Rights not achieved in year one can be re-tested in year two. Those not achieved in year two can be re-tested in year three. Performance Rights not achieved at the end of year three will lapse.

For the full quantity of Performance Rights issued in a particular year to vest at the end of the three year period the Total Shareholder Return will need to be equal to or greater than 95% and be equal to or greater than the cumulative results of the top quartile (top 25%) of the peer group for the three year period.

The Board may, in its absolute discretion, determine that part or all of an Executive Director's unvested Performance Rights vest where:

- a) the Executive Director dies;
- b) a takeover bid is made for the Company resulting in a change of control;
- c) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
- d) the Company passes a resolution for voluntary winding up;
- e) an order is made for the compulsory winding up of the Company;
- f) the Executive Director ceases to be employed by the Company by reason of retirement, redundancy, or total and permanent disability; or
- g) if the Executive Director resigns or is removed for reasons other than performance or misconduct.

If no determination is made, or if the Board determines that some or all of an Eligible Participant's Performance Rights do not vest, those Performance Rights will automatically lapse.

Additional information

Listing Rule 10.15 requires the following additional information to be included with the Notice of Meeting:

- a) 1,317,992 Performance Rights were granted to Mr Maxwell under the LTIP following Shareholder approval at the Company's 2012 AGM. No cash consideration was payable upon issue of the Performance Rights;
- b) 728,731 Performance Rights were granted to Mr Gordon under the LTIP following Shareholder approval at the Company's 2012 AGM. No cash consideration was payable upon issue of the Performance Rights;
- c) persons entitled to participate in the LTIP for the purposes of Listing Rule 10.14 are Mr Maxwell and Mr Gordon;
- d) no loans will be made by the Company in connection with the acquisition of Performance Rights by Mr Maxwell or Mr Gordon; and
- e) the Performance Rights to be issued to Mr Maxwell and Mr Gordon will be issued not later than 3 months after the date of the AGM.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision whether it is in the best interests of the Company to pass Resolutions 5 or 6.

The Board (with the exception of Mr Maxwell) recommends that Shareholders vote in favour of Resolution 5.

The Board (with the exception of Mr Gordon) recommends that Shareholders vote in favour of Resolution 6.

6. Resolution 7 – Renewal of proportional takeover provisions

The Constitution currently contains a provision dealing with proportional takeover bids for Shares in accordance with the Corporations Act. This provision, which appears in clause 163 of the Constitution, is designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

Under the Corporations Act this provision must be renewed every three years or it will cease to have effect. The current provision has not been renewed since the Constitution was first adopted in 2004. If renewed, the provision in clause 163 will have effect once again and will continue to have effect until 7 November 2016.

The Corporations Act requires that the following information is provided to shareholders when they are considering the inclusion of a proportional takeover provision in a constitution.

Effect

A proportional takeover bid is one where an offer is made to each Shareholder for a proportion of that Shareholder's Shares.

With the proportional takeover provision in the Constitution, in the event of a proportional takeover bid being made, the Directors must hold a meeting of the Shareholders of the class of Shares being bid for to consider whether or not to approve the bid. A resolution approving the bid must be voted on by the 14th day before the end of the bid period. The resolution will be passed if more than 50% of the votes are cast in favour of the approval. The bidder and its associates are not allowed to vote on the resolution. If no resolution is voted on by that deadline, a resolution approving the bid is taken to have been passed.

If a resolution to approve the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved or taken to have been approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Constitution.

Reasons

Without the proportional takeover approval provision being included in the Constitution, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all of their Shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the Bidder being able to acquire control of the Company without payment of an adequate control premium for their Shares.

The proposed proportional takeover provision lessens this risk because it allows Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of any acquisition proposals

As at the date of this Explanatory Memorandum, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of proportional takeover provisions

The Corporations Act requires that Shareholders be given a statement which retrospectively examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provision proposed to be renewed.

While proportional takeover provisions have been in effect under the Constitution, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no actual examples against which the advantages or disadvantages of the proportional takeover provision (that is, clause 163 of the Constitution) could be reviewed for the Directors and Shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by clause 163 of the Constitution.

Potential advantages and disadvantages

As well as a retrospective review of the provision proposed to be renewed, the Corporations Act requires that Shareholders be given a statement of the potential future advantages and disadvantages of the provision.

The Directors consider that the proposed renewal of the proportional takeover provision has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved.

The potential advantages of the proposed proportional takeover provisions for Shareholders are:

- a) it gives Shareholders their say in determining by majority vote whether a proportional takeover bid should proceed;
- b) it may assist Shareholders avoid being locked in as a relatively powerless minority;
- c) it increases Shareholders' bargaining power and may assist in ensuring that any proportional bid is adequately priced; and
- d) knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

Some potential disadvantages to Shareholders are:

- a) it is a hurdle to, and may therefore discourage, the making of proportional takeover bids in respect of the Company;
- b) this hurdle may depress the share price or deny Shareholders an opportunity of selling their Shares at a premium; and
- c) it may reduce the likelihood of a proportional takeover being successful.

However, the Directors do not perceive those or any other possible disadvantages as justification for not renewing the proportional takeover provisions for a period of three years.

Glossary

In this document:

AGM means annual general meeting.

Annual Report means the Company's annual report for the year ended 30 June 2013 containing the Financial Report, the Directors' Report and the Audit Report.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691).

ASX Listing Rules or Listing Rules means the Listing Rules of the ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the Company's board of Directors.

Chairman means the chairman of the AGM and Chairman of the Board.

Closely Related Party of a member of the Key Management Personnel means:

a spouse or child of the member;

a child of the member's spouse;

a dependent of the member or the member's spouse;

anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;

a company the member controls; or

a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Cooper Energy Limited (ACN 096 170 295).

Constitution means the Company's constitution, as amended from time-to-time.

Corporations Act means the Corporations Act 2001 (Cth).

CST means Australian Central Standard Time.

Directors means the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of the Notice of Meeting.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or Notice of Meeting means this notice of Annual General Meeting.

Performance Rights Plan or LTIP means the performance rights plan approved by Shareholders at the Company's 2012 AGM.

Proxy Form means the proxy form attached to the Notice of Meeting.

Resolution means a resolution referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Share Registrar means Computershare Investor Services Pty Ltd (ACN 078 279 277).

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.



Cooper Energy Limited
ABN 93 096 170 295

└ 000001 000 COE
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 19999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10.00 a.m. (CST) on Tuesday, 5 November 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Cooper Energy Limited hereby appoint



the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cooper Energy Limited to be held at Victoria Room, Ground Floor, Hilton Adelaide, 233 Victoria Square, Adelaide, South Australia on Thursday, 7 November 2013 at 10.00 a.m. (CST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5 and 6 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of the Remuneration Report (non-binding resolution)	☐	☐	☐
2 Re-election Mr Jeffrey Schneider as a Director	☐	☐	☐
3 Election of Mr John Conde AO as a Director	☐	☐	☐
4 Election of Ms Alice Williams as a Director	☐	☐	☐
5 Issue of Performance Rights to Mr David Maxwell, Managing Director	☐	☐	☐
6 Issue of Performance Rights to Mr Hector Gordon, Executive Director	☐	☐	☐
7 Renewal of proportional takeover provisions	☐	☐	☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

COE

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Computershare +