

## **Z ELLERSTON CAPITAL**

Ellerston Capital Limited  
ABN 34 110 397 674  
AFSL No. 283 000

Level 11, 179 Elizabeth Street  
Sydney NSW 2000  
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Fax +612 9261 0528  
[www.ellerstoncapital.com](http://www.ellerstoncapital.com)

FAX TO: The Manager, Company Announcements, ASX

FAX NO: 1300 135 638

FROM: Ellerston Capital Limited

DATE: 16 April 2014

NO. OF PAGES (including this page): 6

Dear Manager

**RE: Beach Energy Ltd– Form 605**

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We attach our notice of ceasing to be a substantial holder (Form 605) in respect of Beach Energy Ltd

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,

Ellerston Capital Limited

**Form 605**  
Corporations Act 2001  
Section 671B

**Notice of ceasing to be a substantial holder**

To Company Name/Scheme BEACH ENERGY LTD

ACN/ARSN 007 617 969

**1. Details of substantial holder (1)**

Name Ellerston Capital Limited (Primary Person), and its associates being those persons listed in annexure B

ACN/ARSN (if applicable) ACN 110 387 674

The holder ceased to be a  
substantial holder on

14/04/14

The previous notice was given to the company on

08/04/14

The previous notice was dated

08/04/14

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|---------------------------------------------|-------------------------|
| See Annexure A |                                        |                      |                                               |                                             |                         |
|                |                                        |                      |                                               |                                             |                         |

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               |                       |
|                                   |                       |

**4. Addresses**

The addresses of persons named in this form are as follows:

| Name             | Address                                                                                   |
|------------------|-------------------------------------------------------------------------------------------|
| See annexures    | The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000       |
|                  | The entities listed in Annexure A – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000 |
| BEACH ENERGY LTD | 25 Conyngham Street, GLENSIDE, SA, AUSTRALIA, 5065                                        |

**Signature**

print name

BRIAN O'SULLIVAN

capacity Director

sign here

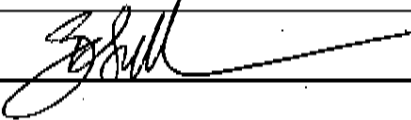
[Signature]

date 16/04/2014

**BEACH ENERGY LTD ACN 007 617 969**

*This is Annexure A of 1 page referred to in Form 605- Notice of ceasing to be a substantial holder.*

**Signature**

print name BRIAN O'SULLIVAN capacity Director  
sign here  date 16/04/14

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|---------------------------------------------|-------------------------|
| 14/04/2014     | Primary Person                         | Sell                 | \$6,626,814.00                                | 4,016,400 Ordinary Shares                   | 4,016,400               |

**BEACH ENERGY LTD ACN 007 617 969**

*This is Annexure B of 3 pages referred to in Form 605- Notice of ceasing to be a substantial holder.*

Signature

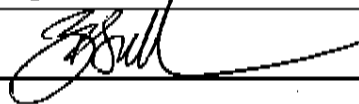
print name

BRIAN O'SULLIVAN

capacity

Director

sign here



date

16/04/13

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Principal Person or a person that controls a related body corporate of the Principal Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

| <b>PARTY/ENTITY NAME</b>                                                   | <b>AUSTRALIAN<br/>COMPANY NO.</b> |
|----------------------------------------------------------------------------|-----------------------------------|
| Aidem Holdings Pty Limited                                                 | 161 624 399                       |
| Arctic Asia GP general partner of the Arctic Asia Opportunities Fund, L.P. |                                   |
| Arctic Capital Ltd                                                         |                                   |
| Arctic LES (Ireland) Limited                                               |                                   |
| Arctic LES (Luxembourg) Sarl                                               |                                   |
| Australian Financial Times Pty Ltd                                         | 003 993 682                       |
| Australian Fluorine Chemicals Pty Ltd                                      | 000 333 684                       |
| Bareage Pty Ltd                                                            | 060 526 865                       |
| Cairnton Pty Ltd                                                           | 001 735 075                       |
| Cairnton Holdings Limited                                                  | 008 394 134                       |
| Captwo Pty Ltd                                                             | 091 030 929                       |
| Casthree Pty Ltd                                                           | 084 494 619                       |
| Castwo Pty Ltd                                                             | 084 494 520                       |
| Catone Pty Ltd                                                             | 091 030 910                       |
| Cavalane Holdings Pty Ltd                                                  | 080 695 754                       |
| CBG Holding Company Pty Limited                                            | 163 161 420                       |
| Chermon Pty Ltd                                                            | 123 039 305                       |
| Conpress (Hong Kong) Ltd                                                   |                                   |
| Conpress (Malaysia) Sdn Bhd                                                |                                   |
| Conpress Cayman, LDC                                                       |                                   |
| Conpress Cayman II, LDC                                                    |                                   |
| Conpress Cayman III, LDC                                                   |                                   |
| Conpress Christchurch Pty Ltd                                              |                                   |
| Conpress Finance BV                                                        |                                   |
| Conpress Holdings Pty Ltd                                                  | 088 047 974                       |
| Conpress International Finance                                             |                                   |
| Conpress International (Netherlands Antilles) NV                           |                                   |
| Conpress International (Netherlands Antilles) II NV                        |                                   |
| Conpress Mauritius Limited                                                 |                                   |
| Conpress Securities Pty Limited                                            | 160 602 853                       |
| Consolidated Custodians International Ltd                                  |                                   |
| Consolidated Custodians Pty Ltd                                            | 008 394 492                       |
| Consolidated Gaming Pty Ltd                                                | 071 513 409                       |
| Consolidated Press Entertainment Pty Ltd                                   | 070 506 606                       |
| Consolidated Press (Finance) Ltd                                           | 001 557 035                       |
| Consolidated Press Financial Services Pty Ltd                              | 008 457 869                       |
| Consolidated Press Holdings Ltd                                            | 008 394 509                       |

| <b>PARTY/ENTITY NAME</b>                          | <b>AUSTRALIAN<br/>COMPANY NO.</b> |
|---------------------------------------------------|-----------------------------------|
| Consolidated Press International Limited          |                                   |
| Consolidated Press International Holdings Limited |                                   |
| Consolidated Press Investments Pty Ltd            | 000 089 118                       |
| Consolidated Press Property Pty Ltd               | 004 160 703                       |
| CP International Investments Ltd                  |                                   |
| CP International Management Services Limited      |                                   |
| CP International Resources Ltd                    |                                   |
| CP International Securities Ltd                   |                                   |
| CPH Capital Pty Ltd                               | 096 130 899                       |
| CPH Direct Investments Pty Ltd                    | 122 328 652                       |
| CPH Fashion Pty Ltd                               | 089 304 941                       |
| CPH Investments Management Pty Limited            | 092 008 172                       |
| CPH Products Pty Limited                          | 106 918 638                       |
| CPH Property Pty Limited                          | 000 031 747                       |
| CPH Snow Investments Pty Limited                  | 163 335 724                       |
| CPH WA Investment Co Pty Limited                  | 129 011 534                       |
| DCE America Inc.                                  |                                   |
| ECS Investment Partners Pty Ltd                   | 166 264 375                       |
| Ellerstina Inversiones (Malaysia) Sdn Bhd         |                                   |
| Ellerstina Inversiones SA                         |                                   |
| Ellerston Asian Emerging Opportunities Fund       |                                   |
| Ellerston Australian Ex-Top 20 Fund               |                                   |
| Ellerston Australian Small Companies Fund         |                                   |
| Ellerston Australian Share Fund                   |                                   |
| Ellerston Australian Market Neutral Fund          |                                   |
| Ellerston Capital Limited                         | 110 397 674                       |
| Ellerston Capital (Europe) Limited                |                                   |
| Ellerston Capital (Hong Kong) Limited             |                                   |
| Ellerston Capital (Resources No.1) Limited        |                                   |
| Ellerston Global Equity Managers Offshore Fund    |                                   |
| Ellerston Global Equity Managers Fund             |                                   |
| Ellerston Opportunities Pty Ltd                   | 150 851 666                       |
| Ellerston Overlay ASF                             |                                   |
| Ellerston Pty Ltd                                 | 123 039 341                       |
| Ellerston Special Opportunities Platform          |                                   |
| Engine Room Management Pty Limited                | 094 993 585                       |
| Engine Room Music Pty Ltd                         | 088 993 104                       |
| Holiwest Pty Ltd                                  | 082 627 898                       |
| Hoyts Cinemas America Limited                     |                                   |
| Hoyts Cinemas Argentina Limited                   |                                   |
| Hoyts Cinemas Chile Limited                       |                                   |
| Hoyts Cinemas Germany GmbH                        |                                   |
| Hoyts Cinemas Germany Operations GmbH             |                                   |
| Hoyts Cinemas Operations Pty Ltd                  | 006 530 347                       |
| Hoyts Cinemas Overseas Holdings Sdn Bhd           |                                   |
| Hoyts Cinemas (South America) Holdings Limited    |                                   |
| Hoyts Cinemas ( Wood Green ) Limited              |                                   |
| Hoyts Emerging Territories Ltd                    |                                   |
| Hoyts Overseas Operations Sdn Bhd                 |                                   |
| HUSH Holding Company Inc                          |                                   |
| HUSH Holding Subsidiary Inc                       |                                   |
| HUSH Holdings US Inc                              |                                   |
| Hyde Park Gardens (Jersey) Limited                |                                   |
| Jadeite Phoenix Pty Limited                       | 164 098 113                       |
| Jaslib Pty Ltd                                    | 065 059 458                       |
| Jasopt Pty Ltd                                    | 065 064 164                       |
| KPE Multiplextheatre GmbH & Co KG                 |                                   |
| Lenvoka Pty Limited                               | 003 274 628                       |
| Lutrust Pty Limited                               | 088 937 428                       |
| Magenta Investments Ltd                           |                                   |
| Murray Leisure Group Pty Limited                  | 000 090 273                       |
| Murray Publishers Pty Limited                     | 000 067 998                       |

| <b><u>PARTY/ENTITY NAME</u></b>        | <b><u>AUSTRALIAN<br/>COMPANY NO.</u></b> |
|----------------------------------------|------------------------------------------|
| Nicarby Pty Ltd                        | 086 715 362                              |
| Northeast Cinemas, L.L.C.              |                                          |
| Northeast Cinemas (Connecticut) L.L.C. |                                          |
| Northeast Cinemas (Maryland) L.L.C.    |                                          |
| Northkom Pty Ltd                       | 082 885 961                              |
| Nova One Limited                       |                                          |
| Nova Two Limited                       |                                          |
| Park Street Partners Cayman II Limited |                                          |
| Park Street SPV 1 (Cayman) Limited     |                                          |
| Perisher Blue Pty Ltd                  | 061 232 488                              |
| Perisher Snow Holidays Pty Limited     | 139 766 993                              |
| Pretty Girl Fashion Group Pty Ltd      | 051 283 900                              |
| Raystonel Pty Limited                  | 123 039 270                              |
| RatPac Entertainment II, LLC           |                                          |
| RatPac Entertainment , LLC             |                                          |
| Revlake Pty Limited                    | 051 765 818                              |
| Ridgegate Pty Limited                  | 058 139 923                              |
| Rosgrove Pty Limited                   | 051 649 560                              |
| Samenic Limited                        | 066 234 900                              |
| Savabow Pty Ltd                        | 084 712 774                              |
| SBC Burlington Corp                    |                                          |
| Silthree Pty Ltd                       | 084 494 575                              |
| Siltwo Pty Ltd                         | 084 494 495                              |
| Silver City Cinemas, Inc.              |                                          |
| Silver City Holdings, Inc.             |                                          |
| Taringah Pty Ltd                       | 105 268 862                              |
| Toranaga Pty Ltd                       | 056 229 728                              |
| Toray Pty Ltd                          | 002 348 503                              |
| Treysta Pty Ltd                        | 078 467 080                              |
| Wakefield Bahamas Limited              |                                          |
| Western Empire Publications Ltd        |                                          |