

ASX release

9 April 2018 Ref: 024/18

Issue of LTI Rights and lapse of Executive Incentive Rights

Beach Energy Limited advises that:

- 1) 403,226 2015 Long Term Incentive Rights lapsed pursuant to their terms of issue without exercise; and
- 963,475 2017 Long Term Incentive Rights were issued as detailed in the attached appendix 3B.

The issued capital following the alteration to the executive incentive rights is set out below:

2,276,155,671	Fully Paid Ordinary shares	
2015 LTI Rights 1,660,468	Unlisted Rights	
CEO Rights 414,547	Unlisted Rights	
2016 LTI Rights 2,153,807	Unlisted Rights	
2016 STI Rights 1,061,223	Unlisted Rights	
2017 LTI Rights 2,827,430	Unlisted Rights	

Yours faithfully,

Cathy Oster Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Beach Energy Limited (Beach)

ABN

20 007 617 969

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 *Class of *securities issued or to be issued Unlisted performance rights.

- 2 Number of *securities issued or to be issued (if known) or maximum number which may be issued
- Principal of the terms 3 +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates if for payment; +convertible securities, the conversion price and dates for conversion)

963,475 unlisted 2017 LTI performance rights.

The unlisted performance rights expire on 30 November 2022 and subject to meeting performance criteria, are not exercisable before 1 December 2020, for nil consideration.

4	 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes.
5	Issue price or consideration	Not applicable.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Unlisted performance rights issued pursuant to the Beach Energy Limited Executive Incentive Plan.
ба	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A?	Not applicable.
	If Yes, complete sections 6b – 6h <i>in relation to the +securities</i> <i>the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
бс	Number of ⁺ securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.

⁺ See chapter 19 for defined terms.

6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	Not applicable.
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market	Not applicable.

Announcements

7 ⁺Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

8 Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in section 2 if applicable)

9 April 2018.

Number	⁺ Class
2,276,155,671	Fully paid ordinary
	shares

		Number	+Class
9	Number and ⁺ class of all	2015 Rights 1,660,468	Unlisted Rights
1	+securities not quoted on ASX	CEO Rights 414,547	Unlisted Rights
	(<i>including</i> the ⁺ securities in section 2 if applicable)	2016 Rights 2,153,807	Unlisted Rights
		2016 STI Rights 1,061,223	Unlisted Rights
		2017 LTI Rights 2,827,430	Unlisted Rights

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Not applicable.

Part 2 - Pro rata issue

11	Is security holder approval required?
12	Is the issue renounceable or non- renounceable?
13	Ratio in which the ⁺ securities will be offered
14	⁺ Class of ⁺ securities to which the offer relates
15	⁺ Record date to determine entitlements
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

⁺ See chapter 19 for defined terms.

17	Policy for deciding entitlements
	in relation to fractions

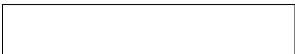
18 Names of countries in which the entity has security holders who will not be sent new offer documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)

29 Date rights trading will end (if



f

e

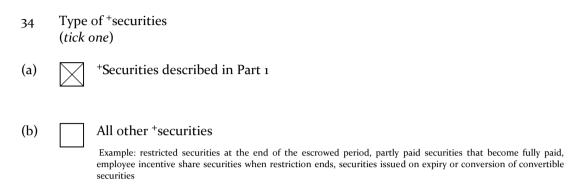
applicable)

- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities



Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
 If the *securities are *equity securities, a distribution schedule of the additional
- *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over

37

A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of *+*securities for which ⁺quotation is sought +Class of +securities for which 39 quotation is sought Do the ⁺securities rank equally in 40 all respects from the +issue date with an existing ⁺class of quoted +securities? If the additional +securities do not rank equally, please state: the date from which they do • the extent to which they • for the participate next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do • not rank equally, other than in relation to the next dividend, distribution or interest payment Reason for request for quotation 41 now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another ⁺security, clearly identify that other +security) Number +Class Number and +class of all 42 +securities quoted on ASX (including the ⁺securities in

clause 38)

Quotation agreement

- ¹ ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before 'quotation of the 'securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Cathy Oster

Sign here:

Date: 9 April 2018 (Director/Company secretary)

Print name:

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⁺ See chapter 19 for defined terms.