
BEACH ENERGY LIMITED

ACN 007 617 969 (Beach)



NOTICE OF 2018 ANNUAL GENERAL MEETING

Beach will hold its 57th Annual General Meeting at the Adelaide Convention Centre, North Terrace Adelaide South Australia, 5000 on Friday 23 November 2018 at 10.30am (Adelaide time).

AGENDA

ORDINARY BUSINESS

Financial Statements

To receive and consider the financial statements and the reports of the directors and auditors for the financial year ended 30 June 2018.

These statements and reports can be viewed in Beach's 2018 Annual Report which is available at beachenergy.com.au.

Note: There is no requirement for shareholders to approve the financial statements and reports and accordingly no resolution will be put to shareholders regarding this item of business.

Resolution 1

– Adoption of remuneration report

To consider and put to a non-binding vote the following resolution:

“That the remuneration report for the financial year ended 30 June 2018 be adopted.”

Voting Exclusion Statement (Corporations Act):

Beach will disregard any votes cast on resolution 1:

- by or on behalf of a member of the key management personnel (KMP), details of whose remuneration are included in the remuneration report for the year ended 30 June 2018, or a closely related party of a member of the KMP, in any capacity, or
- as a proxy by a person who has become a member of the KMP by the time of the annual general meeting, or by any closely related party of a member of the KMP,

unless the vote is cast as proxy for a person who is entitled to vote on resolution 1 and:

- the vote is cast in accordance with directions on the proxy form specifying how the proxy is to vote; or
- the vote is cast by the Chairman of the meeting and the proxy form authorises him to vote as he decides on resolution 1.

Resolution 2

– Re-election of Glenn Davis as a director

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

“That Glenn Davis, who retires by rotation pursuant to clause 13.3 of the constitution of Beach and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a director of Beach.”

Resolution 3

– Re-election of Ryan Stokes as a director

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

“That Ryan Stokes, who retires by rotation pursuant to clause 13.3 of the constitution of Beach and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a director of Beach.”

Resolution 4

– Election of Joycelyn Morton as a director

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

“That Joycelyn Morton, who was appointed as a director subsequent to the last annual general meeting of Beach and being eligible, offers herself for election, is elected as a director of Beach.”

SPECIAL BUSINESS

Resolution 5 – Appointment of Auditor

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

“That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Ernst & Young, having consented in writing to act as auditor of Beach, is appointed auditor of Beach.”

Resolution 6 – Approval of Beach Energy Employee Share Plan

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

“That for the purposes of Listing Rule 7.2 (exception 9(b)) and all other purposes, the establishment, operation and administration of a Beach Energy Ltd Employee Share Purchase Plan (Plan), as described in the Explanatory Statement to this Notice of Meeting, and the issue of shares under the Plan until 23 November 2021, be approved.”

Voting exclusion statement

Beach will disregard any votes cast in favour of resolution 6 by or on behalf of:

- a director of Beach (except one who is ineligible to participate in any employee incentive scheme operated in relation to Beach); or
- an associate of that person (or those persons).

In addition, in accordance with the Corporations Act, Beach will disregard any votes cast on resolution 6 by Beach’s KMP, details of whose remuneration are included in the remuneration report for the year ended 30 June 2018, or by any closely related party of a member of the KMP acting as a proxy.

However, Beach need not disregard a vote on resolution 6 if:

- it is cast by a person as proxy for a person who is entitled to vote on resolution 6, 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 on resolution 6, in accordance with a direction on the proxy form to vote as the proxy decides on resolution 6.

If you appoint the Chairman as your proxy on resolution 6 and the proxy is not directed, you expressly authorise the Chairman to cast your vote on this resolution.

Resolution 7 – Reinstatement of Partial Takeover Provisions in the Constitution

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

“That Clause 6.4 of Beach’s constitution is reinstated in the constitution for a further three years after the date of this annual general meeting.”

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

By Order of the Board

Signed for and on behalf of Beach Energy Limited by:



Peter Kupniewski
Company Secretary
19 October 2018

How to Vote:

1. Voting on all items of business will be conducted by a poll.
2. A shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote instead of the shareholder.
3. Where more than one proxy is appointed, a shareholder may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of votes each proxy may exercise, each proxy may exercise half of the shareholders votes on a poll. Fractions will be disregarded.
4. A proxy need not be a shareholder of Beach.
5. A proxy form accompanies this notice of meeting and contains additional information.
6. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose to not vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
7. If you do not mark a box, your proxy may vote as they choose on that item. However, note that if the Chairman of the meeting is your proxy, you expressly authorise the Chairman to vote undirected proxies on resolutions 1 and 6, even though the resolutions are connected directly or indirectly with the remuneration of a member of the KMP. The Chairman of the meeting intends to vote undirected proxies in favour of resolutions 1 and 6.

8. To be valid, duly completed proxy forms and any proxy appointment authorities under which a proxy form is signed, such as a power of attorney, must be received by Beach at an address specified on the proxy form no later than 48 hours before the time, in Adelaide, of the commencement of the meeting.

9. For the purpose of the meeting, shares in Beach will be taken to be held by those persons who are registered holders at 7.30pm (Adelaide time) Wednesday 21 November 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.
10. The constitution of Beach provides that three shareholders present in person, by proxy, attorney or representative shall be a quorum for a general meeting of Beach.

GETTING THERE

Adelaide Convention Centre
West Entrance, Montefiore Road, Adelaide
South Australia, Australia



EXPLANATORY STATEMENT TO NOTICE OF ANNUAL GENERAL MEETING

This explanatory statement is provided to shareholders of Beach in relation to resolutions to be proposed at the 2018 annual general meeting.

ORDINARY BUSINESS

Financial Statements

In accordance with section 317 of the Corporations Act, the business of an annual general meeting must include the receipt and consideration of the financial statements and reports required by law for the past financial year. They are found in Beach's 2018 Annual Report which is available for shareholders to access and can be downloaded from the Beach website beachenergy.com.au. If you would like to receive a hard copy of the annual report free of charge you can contact Beach's Share Registry on 1300 556 161 (inside Australia) or + 61 3 9415 4000 (outside Australia).

There is no requirement for shareholders to approve these statements or reports. During this item of business, the Chairman of the meeting will allow a reasonable opportunity to ask questions and make comments on these financial statements and reports. Ernst & Young conducted the audit of Beach for the last financial year. Ernst & Young has been invited to attend this meeting and Beach has been advised that a suitably qualified member of the audit team of Ernst & Young, who conducted the audit of Beach for the last financial year, will attend the meeting.

Shareholders as a whole will be allowed a reasonable opportunity at the meeting to ask the auditor's representative questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by Beach in the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders who are entitled to vote at the meeting may submit a written question to the auditor that is relevant to the content of the auditor's report to be considered at the meeting or the conduct of the audit of the annual financial report to be considered at the meeting. Written questions may be submitted by sending them to Beach. Questions must be submitted no later than the fifth business day before the meeting is held. Shareholders can use the form accompanying this notice of meeting.

Resolution 1

– Adoption of remuneration report

At the meeting, there will be reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report. The remuneration report of Beach is included in the Annual Report and appears on pages 60 to 74 of the report. It is also available for shareholders to access and download from Beach's website www.beachenergy.com.au. The remuneration report sets out Beach's remuneration arrangements for its non-executive directors and senior executives.

The law requires that a resolution, that the remuneration report be adopted, be put to the vote at Beach's annual general meeting. The vote on the resolution is advisory only and does not bind the directors or Beach. However, the board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of Beach.

Shareholders should also note that in accordance with the "two strikes rule", the result of the vote on this item may affect next year's annual general meeting – if 25% or more of the votes cast on this resolution are "against", a "spill resolution" will be included in the 2018 notice of annual general meeting as required by the Corporations Act. A "spill resolution" is a resolution proposing that an extraordinary general meeting of shareholders be called to consider the election of directors. If 25% or more of the votes cast on the remuneration resolution at the 2018 annual general meeting are against the remuneration resolution, shareholders would then be required to consider the "spill resolution". If 50% or more of the votes cast on the spill resolution are "for", a further separate "spill meeting" would need to be held within 90 days.

Beach received more than 98% of "yes" votes on its remuneration report for the 2017 financial year. The company did not receive any specific feedback at the 2017 annual general meeting on its remuneration practices.

The directors recommend that shareholders vote in favour of resolution 1.

Resolutions 2 and 3

– Re-election of Glenn Davis and Ryan Stokes as directors

Clause 13.3 of Beach's constitution states that at each annual general meeting, one-third of the directors (not taking into account the directors who have been appointed as an addition or to fill a casual vacancy since the last annual general meeting) must retire. There is a similar requirement in the ASX Listing Rules. Mr Davis and Mr Stokes have served as directors since their respective re-election and election at the annual general meeting in November 2016. Directors who retire from office in this manner are eligible for re-election. Mr Davis and Mr Stokes have offered themselves for re-election. Mr Jim McKerlie also retires under clause 13.3 of Beach's constitution but does not offer himself for re-election.

A description of Mr Davis' and Mr Stokes' experience, qualifications and competencies follows:

Glenn Davis

Independent non-executive director – LLB, BEC, FAICD

Mr Davis is a solicitor and principal of DMAW Lawyers, a firm he founded. He joined Beach in July 2007 as a non-executive director and was appointed non-executive Deputy Chairman in June 2009 and Chairman in November 2012. Mr Davis is a director of ASX listed company Monax Mining Limited (since 2004). His special responsibilities at Beach include Chairman of the board and membership of the Remuneration and Nomination Committee. The board considers that Mr Davis brings to the board his expertise in the execution of large legal and commercial transactions and his expertise and experience in corporate activity regulated by the Corporations Act and ASX Limited. He is considered by the board to be an independent director.

In accordance with the policy of the board, a review of Mr Davis' effectiveness as a director of Beach was considered by the board prior to accepting his offer to stand for re-election as a director of Beach.

Ryan Stokes

Non-executive director – B Comm FAIM

Mr Stokes was elected to the board on 20 July 2016. Mr Stokes is the Managing Director and Chief Executive Officer of Seven Group Holdings Limited (SGH). He has been an executive director of the company since February 2010 and CEO since 2015. SGH and related corporations collectively have a relevant interest in 25.60% of the shares of Beach. Mr Stokes is Chairman of the National Gallery of Australia. He is also a member of the Prime Ministerial Advisory Council on Veterans' Mental Health, a committee member of the innovationXchange (within the Department of Foreign Affairs and Trade), and a member of the International Olympic Committee Education Commission. His previous roles include Chairman of the National Library of Australia. His special responsibilities at

Beach include membership of the Remuneration and Nomination Committee.

Beach entered into an agreement with SGH and associated corporations to agree protocols and other arrangements appropriate to the appointment of a director representing a large shareholder. There is also an agreement with SGH and Mr Stokes to protect the confidential information of the Beach group, and address any potential conflicts of interest that may arise. It has also been agreed that if SGH, Network Investment Holdings Pty Ltd and WesTrac Holdings Pty Ltd's interest in Beach falls below 12.5%, SGH will procure the resignation of Mr Stokes if requested by Beach.

In accordance with the policy of the board, a review of Mr Stokes' effectiveness as a director of Beach was considered by the board prior to accepting his offer to stand for re-election as a director of Beach.

The directors (other than the relevant director for his own re-election) recommend the re-election of Mr Davis and Mr Stokes as directors.

Resolution 4

– Election of Joycelyn Morton as a director

The board appointed Ms Morton after the 2017 annual general meeting. Beach's constitution and the ASX Listing Rules require a director who is newly appointed by the board to stand for election at the next annual general meeting after their appointment. Accordingly, Ms Morton offers herself for election.

A description of Ms Morton's experience, qualifications and competencies follows:

Joycelyn Morton

*Independent non-executive director
– BEC, FCA, FCPA, FIPA, FCIS, FAICD*

Ms Morton has more than 38 years' experience in finance and taxation having begun her career with Coopers & Lybrand (now PwC), followed by senior management roles with Woolworths Limited and global leadership roles in Australia and internationally within the Shell Group of companies. Ms Morton was National President of both CPA Australia and Professions Australia, and has served on many committees in the private, government and not-for-profit sectors and held international advisory positions. Her other current ASX listed board positions are Argo Investments Limited and Argo Global Listed Infrastructure Limited. She is also a non-executive director of ASC Pty Ltd and Snowy Hydro Limited. Her special responsibilities at Beach include Chair of the Audit Committee.

In accordance with the policy of the board, a review of Ms Morton's effectiveness as a director of Beach was considered by the board prior to accepting her offer to stand for election as a director of Beach.

The directors (other than Ms Morton) recommend the election of Ms Morton as a director.

SPECIAL BUSINESS

Resolution 5

– Appointment of Auditor

On 22 January 2018 Beach announced the resignation of KPMG as Beach’s auditor following the outcome of a tender process.

Section 327C(1) of the Corporations Act provides that if:

- (a) a vacancy occurs in the office of auditor of a public company; and
- (b) the vacancy is not caused by the removal of an auditor from office; and
- (c) there is no surviving or continuing auditor of the company;

The directors of the company must, within 1 month after the vacancy occurs, appoint an auditor to fill the vacancy unless the company at a general meeting has appointed an auditor to fill the vacancy.

Section 327C(2) of the Corporations Act further provides that any such auditor appointed to fill the vacancy holds office until the company’s next annual general meeting. Section 327B(1) of the Corporations Act also provides that a public company must appoint an auditor at its first annual general meeting and to fill any vacancy in the office of auditor at each subsequent annual general meeting.

Pursuant to s 327C(1) of the Corporations Act, the directors appointed Ernst & Young to fill the vacancy in the office of auditor until the next annual general meeting.

Resolution 5 seeks shareholder approval for Beach to appoint Ernst & Young as Beach’s auditor for the purpose of s 327B(1)(b) of the Corporations Act. Beach has received a letter from a shareholder nominating Ernst & Young for appointment as Beach’s auditor, a copy of which is annexed as Annexure A to this Explanatory Statement, and consent by Ernst & Young under s 328A of the Corporations Act to act as auditor of Beach.

The directors recommend the appointment of Ernst & Young as auditor of Beach.

Resolution 6

– Approval of Beach Energy Ltd Employee Share Purchase Plan

This resolution proposes the introduction of a new employee share purchase plan by Beach (Plan). Employees who buy shares under the Plan will have those shares matched by Beach, provided any relevant conditions determined by the Board are satisfied. In the Plan, “Group” means Beach, its wholly owned subsidiaries and any other entity declared by the Beach board to be a member of the Group for the purposes of the Plan.

A summary of the terms of the proposed Plan is set out below.

Who is entitled to participate in the Plan?	The Board may in its discretion invite selected Eligible Employees to participate in the Plan. Eligible Employees are employees of the Group, other than a non-executive director and includes another person determined by the Board as eligible to participate in the Plan.
Is there a limit on the number of shares participants may purchase?	Yes. The Board will have discretion to set an annual limit on the value of shares that participants may purchase under the Plan (not exceeding \$5,000) (Purchased Shares).
What is the purchase price for the Purchased Shares?	Purchased Shares will be acquired at a price determined by the Board at the time of invitation. The Board currently intends that Purchased Shares will be purchased periodically at the prevailing market price.
How does a participant pay for the Purchased Shares?	Participants pay for their Purchased Shares using their own funds. Beach may allow participants to salary sacrifice to pay for their Purchased Shares.
How does a participant become entitled to the free shares (Matched Shares)?	To receive Matched Shares a participant must satisfy the conditions determined by the Board at the time of the invitation. The conditions may include: (1) they must hold the Purchased Shares for a minimum period of time; (2) they must still be employed at the end of that time; (3) they must satisfy the minimum performance criteria specified by the Board. In certain circumstances, such as a corporate merger or a takeover bid for the Group, the Board may award some or all of the Matched Shares before the end of the three-year period or may determine that the rights to Matched Shares will lapse.

What are the terms of the Purchased Shares and the Matched Shares?	Purchased Shares will have all the same entitlements as other ordinary shares. Holders of Purchased Shares will be entitled to direct the manner in which their Purchased Shares are voted, to receive all dividends and to participate in any capital reorganisations from the date the Purchased Shares are purchased. Participants will only be entitled to vote, receive dividends and participate in any capital reorganisations in relation to Matched Shares after any relevant conditions have been satisfied and the Matched Shares are issued to or acquired by the participant.
How will shares obtained under the Plan be held?	A Plan Trust may be established. If such a trust is established, it may be used to hold Purchased Shares or Matched Shares and the Group may settle funds on the trust so that the trustee can either acquire shares 'on market' or subscribe for new shares from Beach. The trustee may then transfer any shares it holds under the trust to a participant in satisfaction of their obligation to receive shares.
How many shares may be issued under the Plan?	The number of shares to be issued under the Plan, together with the number of shares issuable under the Company's Executive Incentive Plan over the last three years must not exceed 5% of the Company's issued share capital.
What happens on cessation of employment by a participant?	No further purchases will be made under the Plan but the participant will still be entitled to any Purchased Shares acquired before the date of cessation as well as any Matched Shares where the applicable conditions have been satisfied prior to the date of cessation. If a participant has not yet become entitled to Matched Shares, all conditional rights to the Matched Shares cease. However, the Board may determine that the participant is entitled to some or all of the Matched Shares where the participants ceases to be employed due to death, disability, genuine redundancy or other reason determined by the Board.
What happens on a capital reorganisation?	In the event of a pro-rata issue to the Company's shareholders or a capital reorganisation, Purchased Shares and any rights to Matched Shares will be affected in the same way as other shares.

A copy of the Plan Rules is available for inspection until the close of the Annual General Meeting at Beach's registered office: 25 Conyngham Street, Glenside, South Australia 5065.

Shareholder approval is not required for the adoption of the Plan or the purchase or issue of shares under the Plan under the Corporations Act or the ASX Listing Rules. The Plan Rules provide flexibility to enable Beach to satisfy purchases and awards of shares under the Plan through on-market purchases of shares or the issue new shares to participants. The present intention is to satisfy Beach's obligation to provide shares through on-market purchases rather than fresh issues of shares. Nevertheless approval is sought for the purpose of ASX Listing Rule 7.2 (Exception 9(b)) to give the Board flexibility to satisfy purchases of shares and awards of Matched Shares through the issue of new shares, without diminishing Beach's 15% annual placement capacity calculated under Listing Rule 7.1.

The directors recommend shareholders vote in favour of the establishment, operation and administration of the Plan and the issue of shares under the Plan.

Resolution 7

– Reinstatement of Partial Takeover Provisions in the Constitution

Background

Clause 6.4 of Beach's constitution deals with proportional or partial takeovers. A proportional or partial takeover is a bid made for a specified proportion of each shareholder's shares (Partial Takeover). Broadly, clause 6.4 provides that a Partial Takeover for Beach's shares may only proceed after shareholder approval.

Clause 6.4 was last approved at Beach's 2015 annual general meeting. In accordance with the Corporations Act, clause 6.4 expires three years after that annual general meeting, and at that time ceases to have effect.

The directors consider that it is in the interests of Beach's shareholders to have a Partial Takeover rule in the constitution and shareholders are therefore asked to consider a resolution to reinstate the previous clause 6.4 in identical terms.

The operation of Clause 6.4

If shareholders agree to reinstate Clause 6.4 and a Partial Takeover is subsequently made for a class of shares in Beach, the directors will be required to convene a meeting of shareholders in that class to vote on a resolution to approve the Partial Takeover offer. The resolution must be voted on at least 14 days before the offer closes. The bidder and any associates will be excluded from voting. The meeting would be conducted in accordance with the provisions governing general meetings in Beach's constitution.

If a resolution approving the Partial Takeover is passed, the offer may proceed. If the resolution is rejected, the offer will be taken to be withdrawn and registration of any transfer of shares resulting from the offer will be prohibited. Acceptances will be returned and any contracts formed by acceptances will be rescinded.

If no resolution is voted on at least 14 days before the close of the offer then the resolution will be deemed to have been approved.

Clause 6.4 does not apply to full takeover bids, that is, for all shares in Beach. The provisions of Clause 6.4 will expire after three years unless renewed by shareholders.

Reasons for proposing the resolution

Part 6.5 Division 5 of the Corporations Act permits the inclusion of Partial Takeover approval provisions in a company's constitution.

The directors consider that it is in the interests of Beach's shareholders to have a Partial Takeover approval rule in its constitution as it gives shareholders the opportunity to vote on a proposed Partial Takeover. Without the proposed provisions, a Partial Takeover bid for Beach might enable an offeror to obtain control of Beach without shareholders having the opportunity to sell all their shares. The proposed provisions give shareholders the opportunity to decide whether a Partial Takeover bid should proceed. If it does proceed, individual shareholders can make a separate decision as to whether they wish to accept the bid for their shares.

Present acquisition proposals

At the date of this explanatory statement, none of the directors are aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in Beach other than has been announced to the ASX.

Potential advantages and disadvantages

The reinstatement of Clause 6.4 will enable the directors to ascertain the views of shareholders on a Partial Takeover bid. Apart from this, there is no specific advantage or disadvantage for the directors, as directors, of reinstating Clause 6.4 as they remain free to make a recommendation whether a Partial Takeover bid should be accepted.

The Partial Takeover approval provisions will ensure that all shareholders will have the opportunity to consider a Partial Takeover bid and vote on whether it should be permitted to proceed. This should ensure that the terms of any future proportional offers are structured to be attractive to a majority of independent shareholders.

On the other hand, it could be argued that the Partial Takeover approval provisions make a Partial Takeover more difficult to achieve and therefore proportional offers will be discouraged. This in turn may reduce opportunities which shareholders may have to sell some of their shares at an attractive price to persons securing control of Beach and may reduce the element of takeover speculation from Beach's share price.

The directors consider the reinstatement of clause 6.4 of the existing constitution is in the best interests of shareholders and, accordingly, recommend that shareholders vote in favour of the resolution.

Annexure A – Letter from Shareholder regarding appointment of Auditor

The Company Secretary
Beach Energy Ltd
25 Conyngham Street
Glenside SA 5065

12 October 2018

Dear Sir

Notice of nomination of proposed auditor

Pursuant to s 328B(1) of the Corporations Act 2001, I Matthew Kay, being a member of Beach Energy Ltd, hereby give you notice of the nomination of Ernst & Young of Level 12, 121 King William Street, Adelaide SA 5000 as auditor of Beach Energy Ltd.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Matthew Kay', with a long horizontal stroke extending to the right.

Matthew Kay

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BEACH ENERGY LIMITED

QUESTIONS FROM SHAREHOLDERS



Please use this form to submit any questions concerning Beach that you would like Beach to respond to at the annual general meeting and return it in the reply paid envelope provided or fax it to (08) 8338 2336 or email it to info@beachenergy.com.au.

Beach will respond to as many of the more frequently asked questions as possible at the annual general meeting. Beach will not be able to reply individually.

Shareholder's name:

Address:

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Securityholder Reference Number (SRN) or Holder Identification Number (HIN)

Question(s):

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Beach Energy Limited
ABN 20 007 617 969

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 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

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 Vote and view the annual report online <ul style="list-style-type: none">• 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: SRN/HIN: 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 10:30am (Adelaide time) Wednesday 21 November 2018**

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 or abstain as they choose (to the extent permitted by law). 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 help tab, "Printable 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** →

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Beach 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 Beach Energy Limited to be held at the Adelaide Convention Centre, North Terrace Adelaide South Australia, 5000 on Friday 23 November 2018 at 10:30am (Adelaide time) 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 **Items 1 and 6** (except where I/we have indicated a different voting intention below) even though **Items 1 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 **Items 1 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.

ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Glenn Davis as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Ryan Stokes as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Joycelyn Morton as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

5 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Beach Energy Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Reinstatement of Partial Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / / _____