

BEACH ENERGY LIMITED

ACN 007 617 969 (Beach)



NOTICE OF 2017 ANNUAL GENERAL MEETING

Beach will hold its 56th annual general meeting at the Convention Centre, North Terrace Adelaide South Australia, 5000 on Thursday 23 November 2017 at 10.30am (Adelaide time).

AGENDA

ORDINARY BUSINESS

Financial Statements

To receive and consider the financial statements and the reports of the directors and auditor for the financial year ended 30 June 2017.

These statements and reports can be viewed in Beach's 2017 annual report which is available at www.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 2017 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 2017, 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 Fiona Bennett as a director

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

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

Resolution 3

– Re-election of Colin Beckett as a director

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

“That Colin Beckett, 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 Richard Richards as a director

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

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

Resolution 5

– Election of Peter Moore as a director

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

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

SPECIAL BUSINESS

Resolution 6

– Approval of financial assistance in connection with the Lattice Acquisition

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

“That, in accordance with section 260B(2) of the Corporations Act 2001 (Cth), Beach approve the financial assistance proposed to be given by Lattice Energy and each other Target Company in connection with the Lattice Acquisition as described in the Explanatory Statement.”

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:



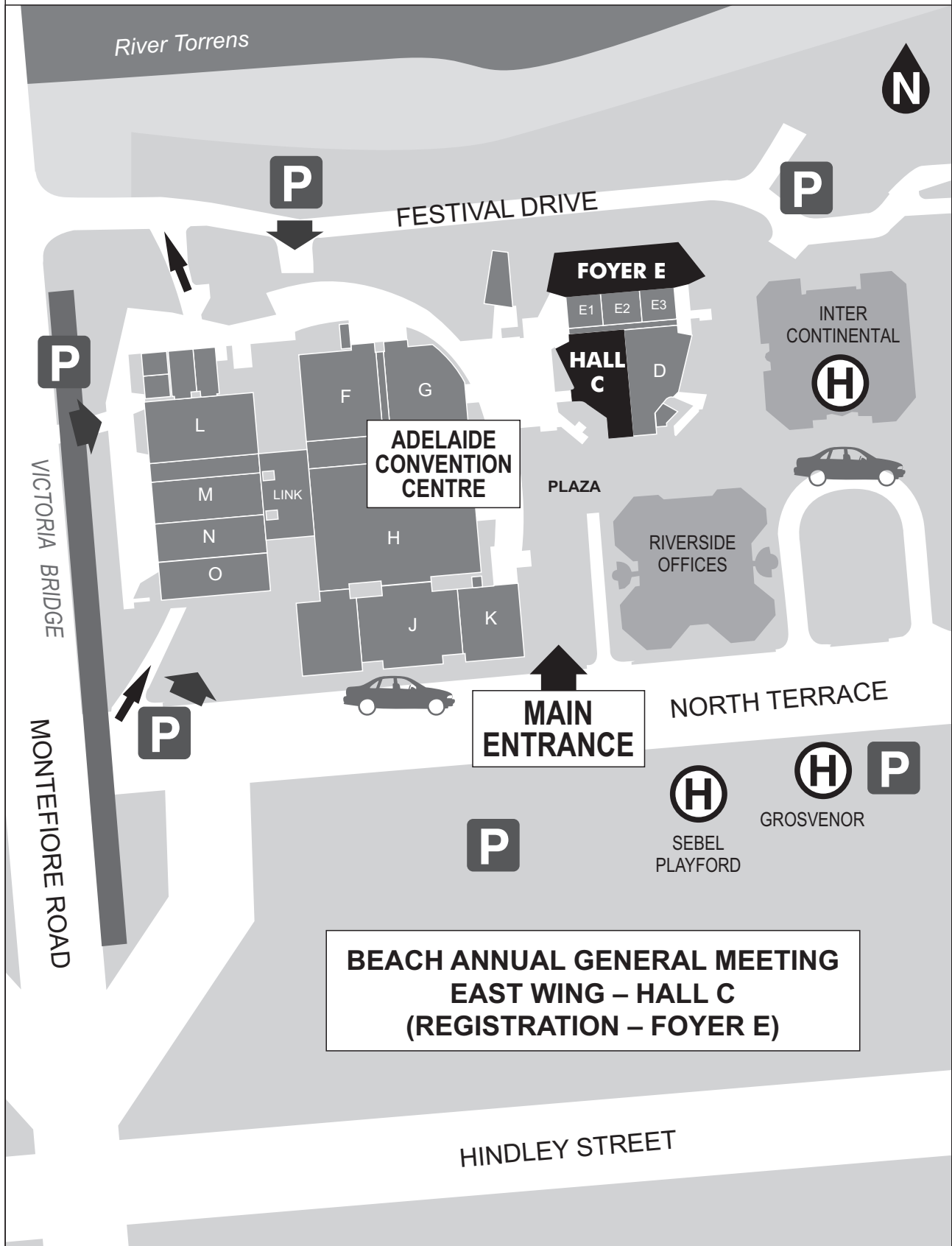
Catherine Oster
Company Secretary
20 October 2017

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 resolution 1, even though the resolution is 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 this resolution.
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) Tuesday 21 November 2017. 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
North Terrace, 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 2017 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 2017 annual report which is available for shareholders to access and can be downloaded from the Beach website www.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. KPMG conducted the audit of Beach for the last financial year. KPMG has been invited to attend this meeting and Beach has been advised that a suitably qualified member of the audit team of KPMG, 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 54 to 75 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 of 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 2016 financial year. The company did not receive any specific feedback at the 2016 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 Fiona Bennett and Colin Beckett 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 (Listing Rule 14.4). Ms Bennett and Mr Beckett have served as directors since their elections at the annual general meeting in November 2015. Directors who retire from office in this manner are eligible for re-election. Ms Bennett and Mr Beckett have offered themselves for re-election. Their details are set out below.

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

Fiona Bennett

*Independent non-executive director
– BA(Hons) FCA, FAICD, FIML*

Ms Bennett joined Beach in November 2012 and was last re-elected in 2015. Ms Bennett is a Chartered Accountant with over 30 years' experience in business and financial management, corporate governance, risk management and audit. She has previously held senior executive positions at BHP Billiton Limited and Coles Group Limited, and has been the Chief Financial Officer at several organisations within the health sector. Ms Bennett is a graduate of The Executive Program at the University of Virginia's Darden Graduate School and the AICD Company Directors' course. She is currently a director of Hills Holdings Limited (since 2010) and Select Harvests Limited (since 2017). Her special responsibilities include chairmanship of the Audit Committee and membership of the Risk, Corporate Governance and Sustainability Committee.

The board considers that Ms Bennett's contribution to the board is her financial and management experience and in particular her experience in risk management. Ms Bennett is considered by the board to be an independent director.

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

A description of Mr Beckett's experience, qualifications and competencies follows:

Colin Beckett

*Independent non-executive director
– FIEA, MICE, GAICD*

Mr Beckett joined Beach in April 2015 and was last elected to the board at the annual general meeting in November 2015. As an Engineer with over 35 years'

experience in engineering design, project management, commercial and gas marketing, Mr Beckett offers a diverse and complementary set of skills in a range of technical disciplines. Mr Beckett previously held senior executive positions at Chevron Australia Pty Ltd, most recently as the General Manager responsible for the development of the Gorgon LNG and domestic gas project, being developed on Barrow Island offshore Western Australia. Prior to this, Mr Beckett was employed at: Mobil in Australia, predominantly in a strategic planning role; Woodside, planning the expansion of the North West Shelf business; BP Australia, in a role primarily focused on financial, safety and environmental performance of BP's North West Shelf and PNG assets; and BP in the UK, where he was involved in the development of North Sea oil and gas assets.

Mr Beckett read engineering at Cambridge University and has a Master of Arts (1975). He is currently the Chancellor of Curtin University, Chairman of Perth Airport Pty Ltd and Western Power and a past Chairman and board member of the Australian Petroleum Producers and Explorers Association (APPEA), and a past member of the West Australian Scitech Board. In addition, Mr Beckett is a past member of the Resources Sector Suppliers Advisory Forum and a Fellow of the Australian Institute of Engineers. His special responsibilities include chairmanship of the Remuneration and Nomination Committee and membership of the Risk, Corporate Governance and Sustainability Committee.

The Board considers that Mr Beckett's contribution to the board is his technical and commercial knowledge of the resources industry and his expertise in project management.

Until his retirement in November 2014, Mr Beckett was an executive at Chevron Australia Pty Ltd (Chevron). Between 2013 and March 2015 Beach was in a material business relationship with a Chevron group company through the farm out of a portion of its interest in the NTNG joint ventures. Mr Beckett joined the board in April 2015. He had no involvement with the NTNG joint ventures during his employment with Chevron. On this basis, the board has determined that his previous role at Chevron does not compromise his independence. Mr Beckett is considered by the board to be an independent director.

In accordance with the policy of the board, a review of Mr Beckett's 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 or her own re-election) recommend the re-election of Ms Bennett and Mr Beckett.

Resolutions 4 and 5

– Election of Richard Richards and Peter Moore as directors

The board appointed Mr Richards and Dr Moore after the 2016 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, Mr Richards and Dr Moore offer themselves for election.

In accordance with the policy of the board, a review of Mr Richards and Dr Moore's effectiveness as directors of Beach was considered by the board prior to accepting their offer to stand for election as directors of Beach.

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

Richard Richards

Non-executive director

– BComs/Law (Hons), LL.M, MappFin

Mr Richards was appointed to the board in February 2017 as a nominee of shareholders, Seven Group Holdings Limited (SGH), Network Investment Holdings Pty Ltd and WesTrac Holdings Pty Ltd. SGH and related corporations collectively have a relevant interest in 22.7% of the shares of Beach, as at 9 October 2017.

He is the Chief Financial Officer of SGH. He is responsible for finance across diversified conglomerate (equipment manufacture, sales and service, equipment hire, investments, property, media and oil and gas). He is a member of the Board of Directors of WesTrac Australia, WesTrac China, SGH Energy and is a director and chair of the Audit and Risk Committee of Coates Hire.

He has held senior finance roles with Downer EDI and Qantas.

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 Richards and Mr Stokes the other SGH nominee director 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 SGH nominee directors if requested by Beach.

Mr Richards' special responsibilities include membership of the Audit Committee.

A description of Dr Moore's experience, qualifications and competencies follows:

Peter Moore

Independent non-executive director

– PhD, BSc (Hons), MBA, GAICD

Dr Moore was appointed to the board on 1 July 2017. Dr Moore has over 35 years of oil and gas industry experience. His career commenced at the Geological Survey of Western Australia, with subsequent appointments at Delhi Petroleum Pty Ltd, Esso Australia, ExxonMobil and Woodside. Dr Moore joined Woodside as Geological Manager in 1998 and progressed through the roles of Head of Evaluation, Exploration Manager Gulf of Mexico, Manager Geoscience Technology Organisation and Vice President Exploration Australia. Dr Moore led Woodside's global exploration efforts as Executive Vice President Exploration. In this capacity, he was a member of Woodside's Executive Committee and Opportunities Management Committee, a leader of its Crisis Management Team, Head of the Geoscience function and a director of ten subsidiary companies. He has an Executive MBA from the Mt Eliza campus of the Melbourne Business School and is a graduate of the Australian Institute of Company Directors. Dr Moore is a Professor and Executive Director of Strategic Engagement at Curtin University's Business School. He has his own consulting company, Norris Strategic Investments Pty Ltd.

Dr Moore is currently a non-executive director of Central Petroleum Ltd (since 2014) and Carnarvon Petroleum Ltd (since 2015). Before Dr Moore's appointment to the board, Beach undertook the usual screening as to Dr Moore's experience, education and criminal record. There was no material adverse information revealed by the screening.

The directors (other than the relevant director for his own election) recommend the election of Mr Richards and Dr Moore.

SPECIAL BUSINESS

Resolution 6

– Approval of financial assistance in connection with the Lattice Acquisition

The purpose of resolution 6 is for the shareholders of Beach to approve the giving of financial assistance to Beach by Lattice Energy and each of its subsidiaries as shown in Annexure A (each a **Target Company** and together, the **Target Companies**) under or in connection with its proposed acquisition (directly or indirectly) of all of the issued share capital in Lattice Energy Limited (**Lattice Energy**) and each other Target Company (the **Lattice Acquisition**). The resolution will be passed if at least 75% of the votes cast by the shareholders of Beach entitled to vote on the resolution vote in favour of it.

As required by section 260B(4) of the Corporations Act 2001 (Cth) (Corporations Act) you are informed that:

1. Particulars of financial assistance proposed to be given

The particulars of the financial assistance proposed to be given are that Beach approve:

- (a) the giving of financial assistance by each Target Company by acceding as a 'Guarantor' and 'Obligor' to a syndicated facility agreement (the **Syndicated Facility Agreement**) proposed to be entered into by, among others, Beach and various of its subsidiaries on terms set out in the binding commitment letter (and accompanying term sheet) dated 20 September 2017 (the **Commitment Letter**). It being noted that, upon accession, each of the Target Companies would give the representations and warranties and give the same undertakings and covenants as proposed to be set out in the Syndicated Facility Agreement, in favour of the lenders;
- (b) each of the Target Companies acceding as an 'Obligor' to the Beach Petroleum Security Trust Deed dated 25 May 2007 (as amended from time to time) between, among others, Beach and CBA Corporate Services (NSW) Pty Limited (**Beach Security Trustee**);
- (c) each Target Company providing a security interest over all of its assets and undertakings (with certain exceptions) in favour of the Beach Security Trustee as security for the obligations of all borrowers and guarantors under the Syndicated Facility Agreement on terms and conditions substantially similar to the security documents currently granted by Beach and its subsidiaries; and

- (d) each of the Target Companies taking any other action or providing any other support in order to assist the Lattice Acquisition, which may include:
 - (i) the execution, or accession or consenting to, any instrument referred to in, or incidental or related to, the above instruments (including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, novating or supplementing such instruments);
 - (ii) subordinating its intercompany claims;
 - (iii) transferring assets to, or assuming other liabilities of, Beach or its subsidiaries (Beach and its subsidiaries together the **Beach Group**);
 - (iv) making available directly or indirectly its cash flows or other resources in order to enable other members of the Beach Group to comply with their obligations under the Syndicated Facility Agreement and related finance documents; and
 - (v) providing additional support (which may include incurring additional obligations, giving new guarantees or new security interests) in connection with the Syndicated Facility Agreement and related finance documents, including in connection with any refinancing of amounts owing under or in respect of those documents,

(the **Transaction**).

2. Shareholder approval

Section 260A(1) of the Corporations Act provides that a company may only provide financial assistance to a person to acquire shares in a company or a holding company of that company in certain circumstances, including where the giving of the assistance:

- (a) does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors; or
- (b) is approved by the company's shareholders under section 260B of the Corporations Act.

Financial assistance is interpreted broadly and may include the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability. As such, by becoming guarantors and security providers under the Syndicated Facility Agreement and other finance documents, each Target Company will be deemed to be providing "financial assistance" to Beach to facilitate the Lattice Acquisition.

As each of the Target Companies will become subsidiaries (directly or indirectly) of Beach (a listed domestic corporation) immediately after the completion of the Lattice Acquisition (in respect of which the financial assistance is given), section 260B(2) of the Corporations Act requires that the financial assistance must also be approved by a special resolution passed at general meeting of Beach.

The shareholders of Lattice Energy and each other Target Company will also pass resolutions approving the giving of this financial assistance as required by section 260A and 260B(1) of the Corporations Act.

3. Reasons for the giving of financial assistance

On 27 September 2017, Beach entered into a share sale agreement under which it has agreed to purchase the entire issued share capital in Lattice Energy. The effect of this arrangement is that Beach will also indirectly acquire all of the issued shares in each other Target Company.

In order to assist in the funding of, among other things (including the refinancing of existing financial indebtedness and working capital and general corporate purposes of the Beach Group), the purchase price for the Lattice Acquisition, Beach entered into the Commitment Letter under which Australia and New Zealand Banking Group Limited, Commonwealth Bank of Australia and Credit Suisse AG, Sydney Branch have agreed to arrange, underwrite and manage the primary syndication of debt facilities for an aggregate amount of A\$1,575,000,000 on the terms set out therein and to be documented by the Syndicated Facility Agreement.

As is customary in such financing arrangements, the Syndicated Facility Agreement will require that where an entity becomes a member of the Beach Group, it may be required to become a guarantor to ensure that the following financial covenants are complied with:

- (a) the guarantors contribute not less than 90% of the EBITDA of the Beach Group; and
- (b) the guarantors hold not less than 90% of the total assets of the Beach Group,

and, if it becomes a guarantor, provide security over all of its assets and undertakings (with certain exceptions) in favour of the Beach Security Trustee.

The reason for the giving of financial assistance described in paragraph 1 above is to enable Beach to comply with certain of its obligations under the Syndicated Facility Agreement (including the above covenants).

4. Effect of the proposed financial assistance

4.1. Advantages for the Target Companies

The advantages for the Target Companies in giving the financial assistance include that they may benefit from:

- (a) repayment of existing financial arrangements from funds drawn under the Syndicated Facility Agreement;
- (b) the capital resources and management expertise of, and synergies and cost savings through their integration with, the Beach Group;
- (c) access to additional working capital and general corporate facilities made available under the Syndicated Facility Agreement to the Beach Group; and
- (d) access to beneficial inter-company lending arrangements within the Beach Group.

4.2 Disadvantages for the Target Companies

The disadvantages for the Target Companies in giving the financial assistance include that:

- (a) under the proposed Transaction, the Target Companies will assume a joint and several liability with Beach and other guarantors for the financial accommodation provided to Beach and Delhi Petroleum Pty Ltd under the Syndicated Facility Agreement or any other finance document. If Beach, Delhi Petroleum Pty Ltd or any other borrower, guarantor or security provider does not comply with its obligations under the Syndicated Facility Agreement or any other finance document then:
 - (i) each finance party will be entitled by way of guarantee and indemnity to claim in whole or in part, the amounts owed by Beach, Delhi Petroleum Pty Ltd or any other borrower, guarantor or security provider under the Syndicated Facility Agreement or other finance documents from the Target Companies (and other guarantors);
 - (ii) the Beach Security Trustee will be entitled to enforce securities granted by the Target Companies and other security providers and apply the proceeds of enforcement towards repayment of the amounts owed by Beach, Delhi Petroleum Pty Ltd or any other borrower. This may result in a winding up or the appointment of a receiver and a sale of their assets, which could result in a lower return than could have been achieved had those assets been sold in the ordinary course of business; and

- (b) the Target Companies will also have to assume other obligations under the finance documents and will have certain restrictions imposed on them including restrictions on Target Companies' operations and the ability to borrow money in the future, to grant further security over its assets, make distributions to their shareholders and to incur further financial indebtedness.

4.3 Effect on the Beach Group

As Beach and certain other members of the Beach Group will, at the time that the financial assistance is to be given, already be liable for amounts payable under the Syndicated Facility Agreement and other finance documents, the giving of financial assistance by Lattice Energy and the other Target Companies should not, in the view of the directors noted below (and in the context of all of the relevant transactions), materially prejudice: (i) Beach; (ii) the Target Companies; (iii) the group of corporations in which Beach is, and each Target Company will be, included; (iv) their respective shareholders; or (v) the ability to repay their respective creditors.

While the operations of the Target Companies will be restricted by the representations and undertakings to be given by them under the Syndicated Facility Agreement and related finance documents, in the view of the directors noted below, the giving of the financial assistance will, in the context of all of the relevant transactions relating to the Lattice Acquisition, have a positive effect on the financial position of the group of corporations in which Beach is, and each Target Company will be, included and will, among other things, allow the Beach Group to meet its financial obligations and continue to pursue its commercial objectives.

5. Directors for and against the resolutions

The following directors voted in favour of the resolution: Glenn Davis, Philip Bainbridge, Colin Beckett, Fiona Bennett, James McKerlie, Peter Moore, Richard Richards and Ryan Stokes.

The following directors voted against the resolution:
Nil

6. Notice to ASIC

- (a) A copy of this Notice was lodged with ASIC before being sent to the shareholders of the Company as required by section 260B(5) of the Corporations Act.
- (b) To the extent passed by the shareholders, a copy of this special resolution (resolution 6) shall be lodged with ASIC by Beach within 14 days of being passed in accordance with section 260B(7) of the Corporations Act.

7. Disclosure

The directors consider that this Explanatory Statement contains all information known to Beach that would be material to the shareholders in deciding how to vote on the resolution 6 other than information which it would be unreasonable to require Beach to include because it has been previously disclosed to the shareholders.

ANNEXURE A TARGET COMPANIES

- Lattice Energy Limited ACN 007 845 338
- Lattice Energy Resources (Perth Basin) Pty Limited ACN 008 432 479
- Lattice Energy Resources (Bonaparte) Pty Limited ACN 008 163 022
- Lattice Energy Resources (Bass Gas) Limited ABN 40 009 475 325
- Lattice Energy Services Pty Limited ACN 130 545 381
- Lattice Energy Finance Limited ACN 619 701 343



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



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: 181060

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) Tuesday 21 November 2017

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

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 Convention Centre, North Terrace Adelaide South Australia, 5000 on Thursday 23 November 2017 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 **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is 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 **Item 1** 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 Fiona Bennett as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Colin Beckett as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Richard Richards as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Peter Moore as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

6 Approval of financial assistance in connection with the Lattice Acquisition	<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 / /