

**Form 603**  
**Corporations Act 2001**  
**Section 671B**

**Notice of Initial Substantial Holder**

To: Company Name / Scheme Beach Energy Limited

ACN / ARSN 00 / 61 / 969

**1. Detail of Substantial Shareholder (1)**

Name NORTHCAPE CAPITAL PTY LTD

ACN / ARSN (if Applicable) 106 390 247

The holder became substantial shareholder on 1/04/2020

**2. Details of Voting Power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of Securities (4)	Number of Securities	Person's Votes (i)	Voting Power (ii)
Ordinary	114,055,429	114,055,429	5.00%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and Number of securities
Northcape Capital Pty Ltd	Power to vote and dispose of shares in the capacity as investment manager for several wholesale investors	114,055,429

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant securities	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure 1			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Type	Date of acquisition	Consideration (9)		Class and number of securities
			Cash	Non cash	
Northcape Capital Pty Ltd	Purchases	Various	\$ 57,505,121.11		33,720,814
	Sales	Various	\$ 2,096,914.12		1,103,201
	Transfer In	Various	\$ 4,375,970.92		2,128,542
	Transfer Out	Various	\$ 996,439.86		425,829

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association


## 7. Addresses

The addresses of persons in this form are as follows:

Northcape Capital Pty Ltd	Level 24, 45 Clarence St, Sydney NSW 2000

## Signature

Print Name      MICHAEL RYAN      Capacity      DIRECTOR

Sign Here            Date      2/04/2020

## DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 808 and 8/1B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.




### Annexure 1

This is annexure 1 of 1 page referred to in form 603 - Notice of Initial Substantial Holder

The persons registered as holders of the securities

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities		Person's votes
Northcape Capital Pty Ltd	Northern Trust	Northern Trust	Power to vote and dispose of shares in the capacity as investment manager	Ordinary Fully Paid	3,779,305	3,779,305
Northcape Capital Pty Ltd	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	Power to vote and dispose of shares in the capacity as investment manager	Ordinary Fully Paid	46,245,058	46,245,058
Northcape Capital Pty Ltd	National Nominees Ltd	National Nominees Ltd	Power to vote and dispose of shares in the capacity as investment manager	Ordinary Fully Paid	20,602,865	20,602,865
Northcape Capital Pty Ltd	RBC Dexia Investor Services Trust	RBC Dexia Investor Services Trust	Power to vote and dispose of shares in the capacity as investment manager	Ordinary Fully Paid	3,361,992	3,361,992
Northcape Capital Pty Ltd	State Street Australia Limited	State Street Australia Limited	Power to vote and dispose of shares in the capacity as investment manager	Ordinary Fully Paid	37,205,855	37,205,855
Northcape Capital Pty Ltd	BNP Paribas Securities Services	BNP Paribas Securities Services	Power to vote and dispose of shares in the capacity as investment manager	Ordinary Fully Paid	2,860,354	2,860,354

### Signature

<b>Print Name</b>	MICHAEL RYAN	<b>Capacity</b>	DIRECTOR
<b>Sign Here</b>		<b>Date</b>	2/04/2020

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