



Notice of 2022 Annual General Meeting

Beach Energy Limited (Beach) will hold its 61st Annual General Meeting at the Visionary Ballroom, Crowne Plaza Hotel, 27 Frome Street, Adelaide, South Australia, 5000 on Wednesday 16 November 2022 at 10.30am (ACDT).

Registration will open from 10:00am (ACDT).

The Annual General Meeting will also be webcast live. Shareholders can access this platform by navigating to <https://webcast.openbriefing.com/9092/> on any internet browser and registering. Registration should be undertaken prior to the meeting. Please note, voting will not be available through the webcast.

Beach continues to monitor the COVID-19 situation and follows guidance from the Federal and State Governments. Only shareholders or their appointed proxies and attorneys will be admitted (i.e. no visitors will be admitted).

Should either Federal or State Government guidance restrict the ability for shareholders to attend in person, Beach will advise shareholders prior to annual general meeting via an announcement to the Australian Securities Exchange and on www.beachenergy.com.au.

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 2022.

These statements and reports can be viewed in the 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 ordinary resolution:

That, for the purposes of section 250R(2) of the Corporations Act, the remuneration report for the financial year ended 30 June 2022, as set out in Beach's 2022 Annual Report, 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, 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 Closely Related Party of 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 a 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 Chair and the Proxy Form authorises him to vote as he decides on resolution 1 even though the resolution is connected with the remuneration of KMP.

Resolution 2

- Re-election of Phillip Bainbridge as a director

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

That Phillip Bainbridge, who retires by rotation pursuant to clause 6.1 of the Beach constitution 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 Peter Moore as a director

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

That Peter Moore, who retires by rotation pursuant to clause 6.1 of the Beach constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a director of Beach.

Resolution 4

- Re-election of Sally-Anne Layman as a director

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

That Sally-Anne Layman, who retires by rotation pursuant to clause 6.1 of the Beach constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election, is re-elected as a director of Beach.

Special Business

Resolution 5

- Reinstatement of Partial Takeover Provisions in the Constitution

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

That, for the purposes of section 648G of the Corporations Act 2001 (Cth) and for all other purposes, clause 14 (Approval of Proportional Takeover Bids) of the Constitution is renewed for a further 3 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:



Susan Jones

Company Secretary

14 October 2022

Information for shareholders

In addition to this Notice of Meeting, Beach shareholders should visit:

www.beachenergy.com.au/agm

for important information about our meeting.

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 may 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 shareholder's 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 or 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 Chair 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 Chair is your proxy, you expressly authorise him 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 Chair intends to vote undirected proxies in favour of resolution 1.
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 10.30 am (ACDT) Monday, 14 November, being 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 6.30 pm (ACDT)/7.00 pm (AEDT) on 14 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

10. The Constitution provides that, if the number of shareholders entitled to vote is two or more, two shareholders present shall be a quorum for a general meeting of Beach.

Explanatory Statement to Notice of Annual General Meeting

Ordinary Business

Financial Statements

In accordance with section 317 of the *Corporations Act 2001* (Cth) (*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 the 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 Chair 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. In addition to the capacity to submit questions at appropriate times during the meeting, written questions may also 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, see page 8.

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 57 to 71 of the report. It is also available for shareholders to access and download from Beach's website beachenergy.com.au. The Remuneration Report sets out Beach's remuneration arrangements for its non-executive directors, executive director and senior executives (who are KMP).

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 future annual general meetings - if 25% or more of the votes cast on this resolution are 'against', a 'spill resolution' will be included in the 2023 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 2023 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 95.28% of 'yes' votes on its remuneration report for the 2021 financial year. The Company did not receive any specific feedback at the 2021 annual general meeting on its remuneration practices.

The directors recommend that shareholders VOTE IN FAVOUR of resolution 1.

Resolution 2,3 and 4 - Re-election of directors

Clause 13.3 of Beach's constitution states that at each annual general meeting, one-third of the directors (not counting 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 ASX Listing Rules 14.4 and 14.5.

Directors who retire from office in this manner are eligible for re-election. Mr Bainbridge, Dr Moore and Ms Layman have offered themselves for re-election.

Beach's 2022 Corporate Governance Statement at www.beachenergy.com.au/corporate-governance/ provides information on our director appointment, election and re-election process.

Mr Bainbridge has served as a director since 1 March 2016. Ms Layman was appointed to the board on 25 February 2019. Dr Moore was appointed to the board on 1 July 2017. Each of them has offered themselves for re-election.

A description of Mr Bainbridge's, Dr Moore's and Ms Layman's experience, qualifications and competencies follows:

Philip Bainbridge

*Independent non-executive director – BSc (Hons)
Mechanical Engineering, MAICD*

Mr Bainbridge was appointed to the board on 1 March 2016. Mr Bainbridge has extensive industry experience having worked for the BP Group for 23 years in a range of petroleum engineering,

development, commercial and senior management roles in the UK, Australia and USA. From 2006, he has worked at Oil Search, initially as Chief Operating Officer, then Executive General Manager LNG, responsible for all aspects of Oil Search's interests in the \$19 billion PNG LNG project, then EGM Growth responsible for gas growth and exploration.

He is currently the non-executive chairman of the Global Institute of Carbon Capture and Storage, non-executive director of Newcrest Mining Limited, non-executive chairman of Sino Gas and Energy and non-executive director of Sims Limited. He was formerly the non-executive chairman of the PNG Sustainable Development Program until 2021, non-executive chairman of Sino Gas and Energy Holdings until 2018 and a non-executive director of Drillsearch Energy Limited from 2013 to 2016.

Mr Bainbridge's special responsibilities include membership of the Risk, Corporate Governance and Sustainability Committee and the Audit Committee. He was last elected to the board on 26 November 2019.

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 41 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. From 2009 to 2013,

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. From 2014 to 2018, Dr Moore was 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 Carnarvon Petroleum Ltd (since 2015). Dr Moore's special responsibilities include chairmanship of

the Risk, Corporate Governance and Sustainability Committee and membership of the Remuneration and Nomination Committee. Dr Moore was last re-elected to the board on 26 November 2019.

Sally-Anne Layman

*Independent non-executive director – BEng (Mining)
Hons, BCom, CPA, MAICD*

Ms Layman was appointed to the board on 25 February 2019. Ms Layman is a company director with diverse international experience in the resources sector and financial markets. Previously, Ms Layman held a range of senior positions with Macquarie Group Limited, including as Division Director and Joint Head of the Perth office of the Metals, Mining & Agriculture Division.

Prior to moving into finance, Ms Layman undertook various roles with resource companies including Mount Isa Mines, Great Central Mines and Normandy Yandal. Ms Layman holds a WA First Class Mine Manager's Certificate of Competency.

Ms Layman is also a non-executive director of Imdex Ltd, Pilbara Minerals Ltd and Newcrest Mining Ltd.

Ms Layman holds a Bachelor of Engineering (Mining) Hons from Curtin University and a Bachelor of Commerce from the University of Southern Queensland. Ms Layman is a Certified Practising Accountant and is a member of CPA Australia Ltd and the Australian Institute of Company Directors.

Ms Layman's special responsibilities include Chair of the Audit Committee. She was last elected to the board on 26 November 2019.

If resolutions 2, 3 and 4 are not passed, the relevant director seeking re-election will cease to be a director at the conclusion of the meeting.

The directors (other than the relevant director for their own re-election) recommend the re-election of Mr Bainbridge, Dr Moore and Ms Layman as directors.

Special Business

Resolution 5 - Reinstatement of Partial Takeover Provisions in the Constitution

Background

Clause 14 of the 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 14 provides that a Partial Takeover for Beach's shares may only proceed after shareholder approval.

Clause 14 was last approved at Beach's 2019 annual general meeting as part of the adopted Constitution. In accordance with the Corporations Act, clause 14 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 14 in identical terms.

The operation of Clause 14

If shareholders agree to reinstate Clause 14 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 14 does not apply to full takeover bids, that is, for all shares in Beach. The provisions of Clause 14 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 14 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 14 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.

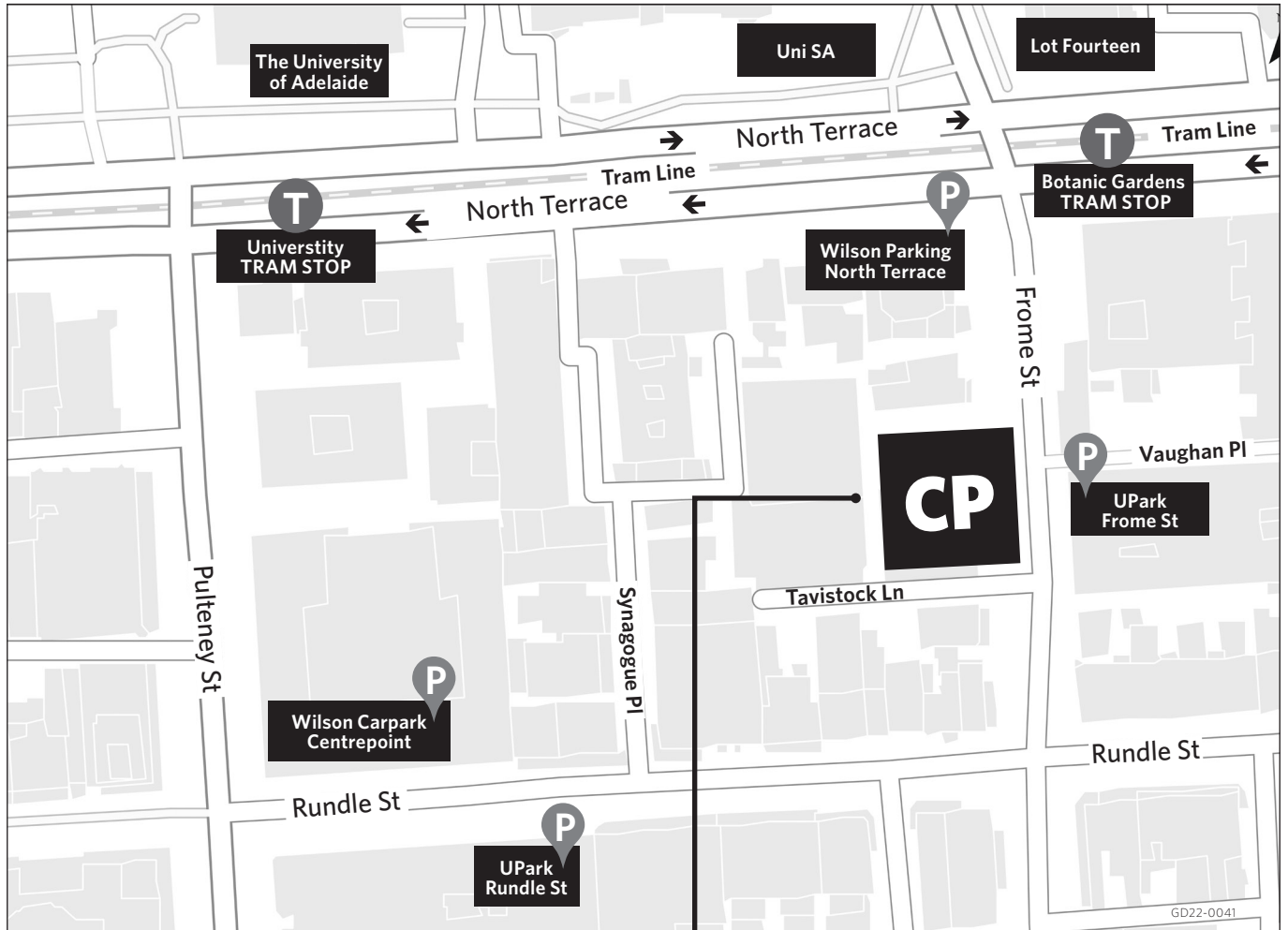
On the other hand, it could be argued that the Partial Takeover approval provisions make a Partial Takeover more difficult to achieve and therefore proportional offers will be discouraged. This in turn may reduce opportunities which shareholders may have to sell some of their shares at an attractive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

While the Partial Takeover approval provisions have been in effect under Beach's constitution, no takeover bids for Beach have been made, either proportional or otherwise. Accordingly, there are no actual examples against which the advantages or disadvantages of the partial takeover provisions under Beach's existing constitution could be reviewed. The directors are not aware of any potential takeover bid that was discouraged by the partial takeover provisions that have been in effect under Beach's existing constitution.

If this resolution is not approved the Partial Takeover rule in the constitution will cease on 26 November 2022.

The directors consider the reinstatement of clause 14 of the existing constitution is in the best interests of shareholders and, accordingly, recommend that shareholders VOTE IN FAVOUR of this resolution.

Getting to the Annual General Meeting



AGM Venue

The Beach AGM will be held at the

Crowne Plaza Hotel (CP)

27 Frome Street, Adelaide

Car Parking

The closest public car parking is UPark Frome, 22-30 Frome Street or Wilson Parking, 251 North Terrace. The map above shows the location of car parking facilities.

Public transport

The closest public transport options are Bus Stop I1 North Terrace – North side, Stop R1 North Terrace – South Side and the Botanic Gardens Tram Stop on North Terrace.

CP Location
Beach Annual General Meeting
Crown Plaza,
27 Frome Street, Adelaide, SA

P Parking stations

T Tram stop



beach

ABN 20 007 617 969

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (ACDT) Monday 14 November 2022.**

Proxy Form

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: If you are entitled to cast two or more votes at the meeting, 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.

Voting Restrictions: Please note that if you appoint a member of the Company's key management personnel ("KMP") or one of their closely related parties as your proxy, they will not be able to cast your vote on Item 1 unless you direct them how to vote (or the Chairman of the Meeting is your proxy). See the Notice of Meeting for further details.

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 181496

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Visionary Ballroom, Crowne Plaza Hotel, 27 Frome Street, Adelaide SA 5000 on Wednesday, 16 November 2022 at 10:30am (ACDT) 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 in step 2) 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.

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 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 Phillip Bainbridge as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Peter Moore as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Sally-Anne Layman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

5 Reinstatement of Partial Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically