



## ASX Release

Beach Energy Ltd  
ABN: 20 007 617 969  
ASX Code: BPT

25 Conyngham Street  
GLENSIDE SA 5065

GPO Box 175  
ADELAIDE SA 5001

Tel: +61 8 8338 2833  
Fax: +61 8 8338 2336

Web:  
[www.beachenergy.com.au](http://www.beachenergy.com.au)  
Email:  
[info@beachenergy.com.au](mailto:info@beachenergy.com.au)

**For Immediate Release – 1 December 2011**  
Ref. #163/11

ASX Ltd  
Companies Announcement Office  
Electronic Lodgement System

Dear Sir,

### **BEACH ENERGY LIMITED'S TAKEOVER: FORM 604 – NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER**

Beach Energy Ltd (ASX: BPT) ABN 20 007 617 969 advises that its current substantial holding in Adelaide Energy Limited (ASX: ADE) increased on 30 November 2011 from 85.76% to 87.31%.

Yours sincerely,

**Reg Nelson**  
Managing Director, FAusIMM

#### **For more information contact**

##### **Corporate**

Reg Nelson                                      Beach Energy Ltd                                      08 8338 2833

##### **Investor Relations**

Chris Jamieson                                      Beach Energy Ltd                                      08 8338 2833

##### **Media**

Daryl Warren                                      WARREN (Public Relations)                                      08 8239 0567

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Adelaide Energy Limited

ACN/ARSN 116 256 823

**1. Details of substantial holder (1)**

Name Beach Energy Limited

ACN/ARSN (if applicable) 007 617 969

There was a change in the interests of the

substantial holder on 30/11/2011

The previous notice was given to the company on 29/11/2011

The previous notice was dated 29/11/2011

**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary                | 398,257,489     | 85.76%           | 405,445,190    | 87.31%           |
|                         |                 |                  |                |                  |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6)  | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|---|---|---|-------------------------|
| 29/11/2011     | Beach Energy Limited                   | Acceptances under Beach on market takeover offer announced on 7 November 2011 | \$417,355.40                                  | 2,086,777 ordinary shares               | 2,086,777               |
| 30/11/2011     | Beach Energy Limited                   | Acceptances under Beach on market takeover offer announced on 7 November 2011 | \$1,020,184.80                                | 5,100,924 ordinary shares               | 5,100,924               |

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)  | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|--|--------------------------------|----------------|
| Beach Energy Limited        | Beach Energy Limited            | Beach Energy Limited                           | Relevant interest under s608(1) of Corporations Act                                    | 399,383,390                    | 399,383,390    |
| Beach Energy Limited        | Token Nominees Pty Ltd          | Token Nominees Pty Ltd                         | Relevant interest under s608(1) of Corporations Act as a result of on market purchases | 4,262,208                      | 4,262,208      |

|                      |                          |                          |   |           |           |
|----------------------|--------------------------|--------------------------|---|-----------|-----------|
| Beach Energy Limited | Chesser Nominees Pty Ltd | Chesser Nominees Pty Ltd | Relevant interest under s608(1) of Corporations Act as a result of off market purchases | 1,799,592 | 1,799,592 |
|----------------------|--------------------------|--------------------------|---|-----------|-----------|

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

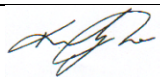
| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
|                                   |                       |
|                                   |                       |

#### 6. Addresses

The addresses of persons named in this form are as follows:

| Name                     | Address                                    |
|--------------------------|--|
| Beach Energy Limited     | 25 Conyngham Street Glenside SA 5065       |
| Chesser Nominees Pty Ltd | Level 3, 100 Pirie Street Adelaide SA 5000 |
| Token Nominees Pty Ltd   | Lot 10, Bugle Range Road Flaxley SA 5153   |

### Signature

|            |   |          |                   |
|------------|---|----------|-------------------|
| print name | Kathryn Presser   | capacity | Company Secretary |
| sign here  |  | date     | 1 December 2011   |