



# Notice of 2021 Annual General Meeting

Due to Federal and State Government restrictions regarding gatherings and travel in light of COVID-19, Beach Energy Limited (Beach) will hold its 60th Annual General Meeting virtually on Wednesday, 10 November 2021 at 10:30 am (ACDT) using the Lumi software platform at [web.lumiagm.com/313-937-017](http://web.lumiagm.com/313-937-017). Registration will open from 10.00 am (ACDT).

## 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 2021.

These statements and reports can be viewed in the Annual Report which is available at [beachenergy.com.au](http://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 2021, as set out in Beach's 2021 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

##### - Election of Margaret Hall as a director

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

*That Margaret Hall pursuant to clause 6.1 of the Constitution and who, being eligible and having consented to act, be elected as a director of Beach.*

# Special Business

## Resolution 3

### - Approval of the issue of securities to Matthew Kay under the Beach 2021 Long Term Incentive Offer

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

*That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of performance rights to acquire fully paid ordinary shares in Beach to Matthew Kay under the Executive Incentive Plan (as part of the Beach 2021 long term incentive offer) upon the terms set out in the Explanatory Statement (including the formula for determining the number of performance rights) be approved.*

#### Voting Exclusion Statement (ASX Listing Rules)

In accordance with the ASX Listing Rules, Beach will disregard any votes cast in favour of resolution 3 by or on behalf of Mr Kay and any of his Associates, being the only director eligible to participate in the Beach Executive Incentive Plan.

However, this does not apply to a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - ◇ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - ◇ the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Voting Exclusion Statement (Corporations Act)

In addition, in accordance with the Corporations Act, Beach will disregard any votes cast on resolution 3 by Beach's KMP, details of whose remuneration are included in the Remuneration Report, 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 3 if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- by the Chair as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the Chair decides.

If you appoint the Chair as your proxy on resolution 3 and the proxy is not directed, you expressly authorise the Chair to cast your vote on this resolution as he decides even though this resolution is connected with the remuneration of KMP.

---

#### By Order of the Board

Signed for and on behalf of Beach Energy Limited by:



**Daniel Murnane**  
Company Secretary

8 October 2021

---

## Information for shareholders

In addition to this Notice of Meeting, Beach shareholders should visit:  
[www.beachenergy.com.au/agm](http://www.beachenergy.com.au/agm) for important information about our virtual meeting.

## Virtual access to meeting

Shareholders can participate in the meeting virtually from their computer or mobile device by entering the URL in their browser: <https://web.lumiagm.com/> and entering the meeting 313-973-017.

Attending the meeting virtually enables shareholders to view the meeting live and to also vote and ask questions (both via text and orally) at appropriate times whilst the meeting is in progress.

### To participate in the meeting virtually enter:

1. Your username, which is your SRN/HIN; and
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide (link below) for their password details.

Your SRN/HIN can be located on the top right hand corner of your holding statement and other shareholder communications that you have received from the registry. A HIN or SRN can have up to 12 characters, usually starting with an 'X', 'I' or 'C' followed by up to 11 digit number.

More information regarding participating in the meeting virtually, including browser requirements, is detailed in the '**Virtual Beach AGM User Guide**' available at Beach's website [www.beachenergy.com/agm](http://www.beachenergy.com/agm).

## 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 resolutions 1 and 3 even though the resolutions are connected directly or indirectly with the remuneration of a member of the KMP. The Chair intends to vote undirected proxies in favour of resolutions 1 and 3. The Chair also intends to vote undirected proxies in favour of resolution 2.
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 (Adelaide time) Monday, 8 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 Monday, 8 November 2021. 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](http://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 62 to 79 of the report. It is also available for shareholders to access and download from Beach's website [beachenergy.com.au](http://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 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 2022 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 2021 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 98.90% of 'yes' votes on its remuneration report for the 2020 financial year. The Company did not receive any specific feedback at the 2020 annual general meeting on its remuneration practices.

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

## **Resolution 2 - Election of Margaret Hall**

Clause 6.1 of the Constitution states that at each annual general meeting, one-third of the directors (not counting the managing director and any directors who have been appointed as an addition or to fill a casual vacancy since the last annual general meeting) must retire. Both Ms Joycelyn Morton and Mr Ryan Stokes have retired as directors with effect from the annual general meeting and are not seeking re-election.

Pursuant to clause 6.1(m)(iv) of the Constitution, Seven Group Holdings Limited has provided Beach notice pursuant to clause 6.1(o) of the Constitution to nominate Ms Margaret Hall, who is eligible for election and has consented to act, if elected.

Beach's 2021 Corporate Governance Statement at <https://www.beachenergy.com.au/corporate-governance/> provides information on our director appointment, election and re-election process.

The directors have considered the suitability of Ms Hall having regard to her skills and experience as a nominee to the board. In addition appropriate background checks were conducted on Ms Hall and there were no adverse findings.

Irrespective of whether resolution 2 is passed, Ms Hall will cease to be an alternate director for Mr Ryan Stokes at the conclusion of the Annual General Meeting.

If resolution 2 is passed Ms Hall has advised that Mr Ryan Stokes will be nominated by her as an alternate director on and from the date of her election, subject to board approval in accordance with the Beach constitution.

A description of Ms Hall's experience, qualifications and competencies follows.

### **Margaret Helen Hall**

*B.Eng (Met) Hons, MIEAust, GAICD, SPE*

Ms Hall is the chief executive officer of Seven Group Holdings Energy, a subsidiary of Seven Group Holdings Limited. Ms Hall has over 28 years of experience in the oil and gas industry having worked at both super-major and independent companies. From 2011 to 2014 Ms Hall held senior management roles in Nexus Energy with responsibilities covering development, production operations, engineering, exploration, health, safety and environment. This was preceded by 19 years with ExxonMobil in Australia,

across production and development in the Victorian Gippsland Basin and joint ventures across Australia.

Ms Hall was appointed alternate director for Mr Stokes on 3 May 2021, pursuant to the terms of the Beach constitution. Subsequently Ms Hall has attended various board and board committee meetings as required.

## **The directors recommend that shareholders VOTE IN FAVOUR of the election of Ms Hall as a director.**

---

## Special Business

### **Resolution 3 - Approval of the issue of securities to Matthew Kay under the Beach 2021 Long Term Incentive Offer**

Approval is sought from shareholders for Mr Kay's participation in the 2021 long term incentive offer (LTI offer).

The Board views Beach's long term incentive and its performance based conditions for vesting of the rights issued under it as an appropriate link between a portion of an executive's remuneration and the generation of long term growth in shareholder value. The LTI offer will comprise a grant of performance rights, subject to the performance conditions set out below.

Beach has chosen to grant performance rights for the following reasons:

- to align Mr Kay's reward with shareholders' interests by payment in equity linked to Beach's performance;
- to clearly link Mr Kay's reward to delivering against Beach's Purpose; and
- to provide an incentive to satisfy performance hurdles over a three year period which are measured across multiple factors important to shareholder value, and provide a counter balance for any tendency to focus on short term outcomes.

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- director of the company (ASX Listing Rule 10.14.1);
- an Associate of a director of the company (ASX Listing Rule 10.14.2); or

- a person whose relationship with the company or a person referred to above is such that, in ASX's opinion, the acquisition should be approved by its shareholders (ASX Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

As Mr Kay is a director of Beach, the issue of the performance rights falls within ASX Listing Rule 10.14.1. Accordingly, the acquisition by Mr Kay of performance rights requires shareholder approval under ASX Listing Rule 10.14.

If resolution 3 is passed, Mr Kay will be issued performance rights, as calculated. If resolution 3 is not passed, Beach will not be able to proceed with the issue to Mr Kay unless it issues the performance rights under the 2021 LTI Offer pursuant to the exception to ASX Listing Rule 10.14 (which Beach would be able to do by issuing performance rights that may only be satisfied through the transfer of

Beach securities acquired on-market). Any decision not to issue performance rights relying on that exception, or to provide alternative remuneration (such as a cash payment), may impact Beach's ability to incentivise Mr Kay and align his interest with those of the shareholders.

A brief overview of the proposed grant of performance rights, including the information required under ASX Listing Rule 10.15, is set out below. Mr Kay's total current maximum remuneration package is comprised of \$1,266,000 as total fixed remuneration (TFR) and variable remuneration comprising both a short-term incentive (equal to a maximum amount of 100% of TFR) and a long term incentive (equal to a maximum amount of 100% of TFR). Further details of Mr Kay's remuneration package are set out in the Remuneration Report on pages 71 to 77 of the Annual Report.

<b>Maximum entitlement under LTI offer</b>	<p>Each performance right entitles the holder, upon vesting, to one fully paid ordinary share in Beach.</p> <p>The formula to calculate the number of performance rights to be granted is (Base Package x Max LTI% / Rights Value) where:</p> <p>Base Package = \$1,266,000; and</p> <p>Max LTI% = 100%.</p> <p>The Rights Value is the market value of a fully paid ordinary share in Beach at the date the performance rights are granted, which Beach has calculated, without an independent verification, to be an appropriate valuation for a performance right. Accordingly, the maximum number of performance rights to be issued will be a function of the Beach share price at the date the performance rights are granted. For example, assuming a Beach share price of \$1.010 (the lowest price at which Beach shares were traded during the nine months to 27 September 2021), a maximum 1,253,466 performance rights would be issued (<math>\\$1,266,000 \times 100\% / \\$1.010 = 1,253,466</math>).</p>
<b>Date of grant of performance rights</b>	<p>If shareholder approval is obtained, it is expected that the performance rights under the LTI offer will be granted to Mr Kay in December 2021, and in any event, no later than three months after the date of this meeting.</p>
<b>Performance period</b>	<p>The performance period is three years. For the LTI offer, the performance period commences on 1 December 2021 and ends on 30 November 2024. (Performance Period).</p>
<b>Performance condition</b>	<p>The performance condition is based on Beach's Total Shareholder Return (TSR) relative to the ASX200 Energy Total Return Index. The initial out-performance level is set at the Index return plus 5.5% compound annual growth rate (CAGR) over the three year performance period, such that:</p> <ul style="list-style-type: none"> <li>• &lt; the Index return - 0% vesting;</li> <li>• = the Index return - 50% vesting;</li> <li>• between the Index return and Index + 5.5% - a prorated number will vest;</li> <li>• = or &gt; Index return + 5.5% - 100% vesting.</li> </ul> <p>The board will not make an award where the TSR is negative.</p>



<b>Why choose this performance condition</b>	TSR is a measure of the return to shareholders over a period of time through the change in share price and any dividends paid over that time. The dividends are notionally reinvested to perform the calculation. Beach chose this performance condition to align senior executive remuneration with increased shareholder value. The Board has reinforced that alignment by imposing two more conditions. First, the Board sets a threshold level for the executive to meet before making an award. Secondly, the Board will not make an award if Beach's TSR is negative.
<b>Exercise period</b>	Where the performance rights vest, they may be exercised at any time up to the 'Last Exercise Date' which in respect of the LTI offer is 30 November 2026. Any unexercised performance rights will lapse following the Last Exercise Date, subject to any earlier lapse occurring pursuant to the rules of the Plan.
<b>Price payable on grant or exercise</b>	No amount will be payable in respect of the grant or upon exercise of the performance rights.
<b>Are there any restrictions on trading of the shares once exercised?</b>	Any shares issued upon vesting will be subject to a restriction on dealing until the day following the end of the 'black-out period' under Beach's Share Trading Policy which occurs immediately after the exercise of performance rights. They will then be subject to any other restrictions on trading contained in Beach's Share Trading Policy.
<b>Cessation of employment</b>	<p>In general, if Mr Kay ceases employment by reason of death, disability, bona fide redundancy or other reason approved by the Board he will be entitled to any performance rights that have vested prior to the date of cessation.</p> <p>The Board has discretion in relation to any performance rights that have not vested prior to cessation, including to determine that any unvested rights will be tested at the end of the performance period and vest on a pro rata basis to the extent that the performance condition has been satisfied (that is, having regard to the part of the performance period which has elapsed and to the degree to which the performance conditions have been achieved).</p> <p>Any unvested performance rights will immediately lapse where a participant ceases employment by reason of resignation, dismissal for cause or for any other reason not approved by the Board.</p> <p>Any vested performance rights will lapse unless they are exercised within 30 days from the date of cessation of employment (however if this occurs during a blackout period under Beach's Share Trading Policy, shares allocated on exercise will be subject to a restriction on trading until the end of that period).</p>
<b>Other information</b>	<p>Mr Kay is the only director eligible to acquire performance rights under the Beach Executive Incentive Plan. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the plan after this resolution is approved will not participate until approval is obtained under that rule.</p> <p>Details of the performance rights to be granted to Mr Kay will also be published in Beach's annual report for the financial year ended 30 June 2022, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Mr Kay has previously been issued a total of 4,725,595 performance rights under the Executive Incentive Plan as part of previous LTI Offers and, in each case, no amount was paid by Mr Kay for the acquisition of the performance rights.</p> <p>A summary of the material terms of the Executive Incentive Plan can be found in Beach's 2016 notice of annual general meeting (on page 6) which is available on the ASX website by searching for Beach announcements under Beach's ticker code (ASX: BPT).</p> <p>A summary of the material terms of the 2021 LTI Offer is set out above.</p> <p>No other person referred to in ASX Listing Rule 10.14 has received securities under the Beach Executive Incentive Plan.</p> <p>If approval is given under ASX Listing Rule 10.4, approval will not be required under ASX Listing Rule 7.1.</p>

**The directors (other than Mr Kay) recommend shareholders VOTE IN FAVOUR of resolution 3.**







# 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](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (ACDT) Monday 8 November 2021.**

# 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 and Mr Matthew Kay and his associates will not be able to vote your proxy on Item 3, 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](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 185915**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

**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 virtually via an online platform at <https://web.lumiagm.com> with meeting ID 313-937-017 on Wednesday, 10 November 2021 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 Items 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 3 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 3 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.

### GENERAL BUSINESS

1 Adoption of Remuneration Report

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2 Election of Margaret Hall as a director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

### SPECIAL BUSINESS

3 Approval of the issue of securities to Matthew Kay under the Beach 2021 Long Term Incentive Offer

<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.

## 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