



Good morning ladies and gentlemen. I declare open the 2014 Beach Energy Annual General Meeting. Thank you to all of you for taking the time to be here today.

As we always do at Beach, I want to begin with a safety message. In the very unlikely event of an emergency evacuation you will hear a “whoop whoop” alarm. On hearing that alarm please evacuate in a calm manner through the exits and follow the instructions from the Convention Centre staff who will direct you to a safe assembly point.

Very important to us at Beach are our relationships with the traditional owners of Australia. We acknowledge this land that we meet on today which is the traditional land of the Kaurna people and we respect their spiritual relationship with the country. We also acknowledge the Kaurna people as the custodians of the Adelaide region and that their cultural and heritage beliefs are still as important to the living Kaurna people today.

A few housekeeping matters for good order:

- if you haven't already done so could you please turn your mobile phone to silent;
- I would also ask you to note that any unauthorised recording or photography during the course of the meeting today is prohibited. The presentations are being recorded and will be available on the Beach website after the meeting.

Disclaimer

This presentation contains forward looking statements that are subject to risk factors associated with oil, gas, geothermal and related businesses. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a variety of variables and changes in underlying assumptions which could cause actual results or trends to differ materially, including, but not limited to: price fluctuations, actual demand, currency fluctuations, drilling and production results, reserve estimates, loss of market, industry competition, environmental risks, physical risks, legislative, fiscal and regulatory developments, economic and financial market conditions in various countries and regions, political risks, project delays or advancements, approvals and cost estimates.

All references to dollars, cents or \$ in this presentation are to Australian currency, unless otherwise stated. References to "Beach" may be references to Beach Energy Limited or its applicable subsidiaries.

Unless otherwise noted, all references to reserves and resources figures are as at 30 June 2014 and represent Beach's share.

Chairman's address

Glenn Davis



There are of course a few others on stage here with me today and just to make sure everybody knows who we are, moving down the line from my immediate right:

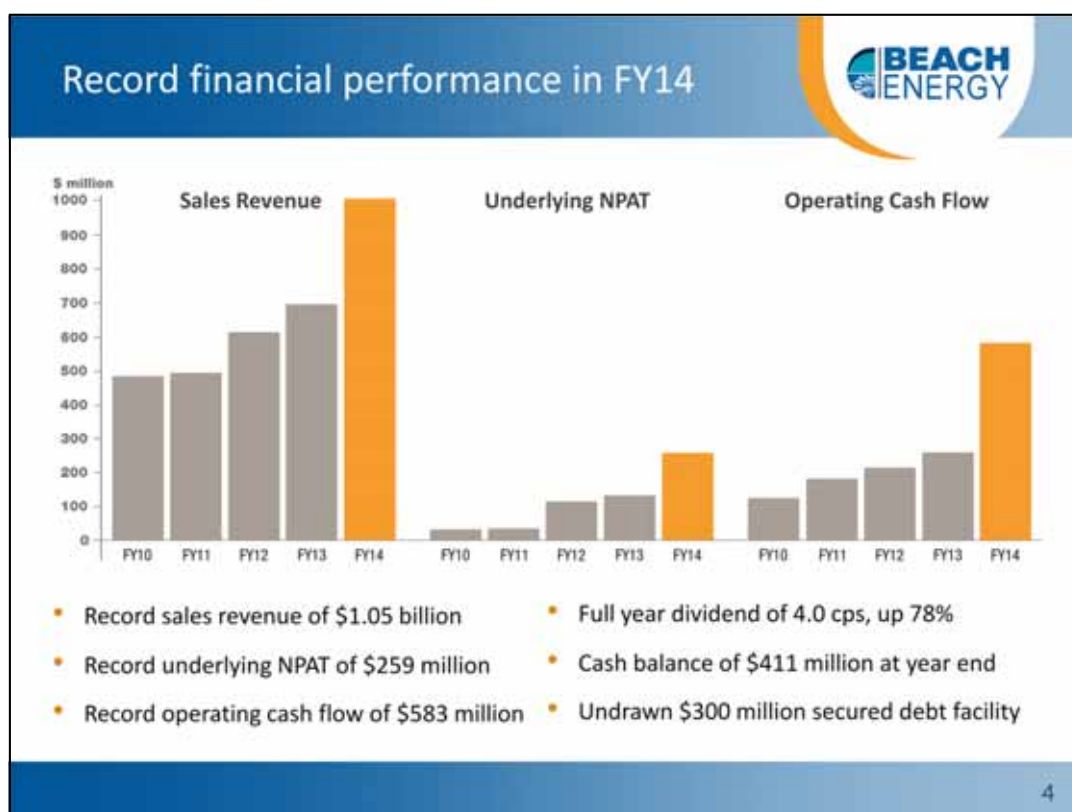
- Reg Nelson – Managing Director;
- the four non-executive directors – John Butler, Belinda Robinson, Doug Schwebel and Fiona Bennett; and
- to Fiona's right, our two joint company secretaries – Kathryn Presser and Cathy Oster.

You will notice there are six directors when we have seven seats on our Board. As you know, Franco Moretti left us on 1 July this year and Colin Beckett will be joining us on 2 April next year.

Franco served as a non-executive director for nine years including two years as lead independent director. Franco discharged his duties fastidiously and I thank him for all of his efforts. Franco was a great asset to the Board.

Colin Beckett is an engineer with 35 years of industry experience. Until recently

he has been employed by Chevron Australia as general manager responsible for the development of the massive Gorgon gas project in Western Australia. Colin brings deep industry knowledge and experience to further strengthen the Board. We look forward to Colin joining us.



Standing here today we reflect on two opposing worlds. One, a world of a positive oil price environment which we experienced last financial year, and the second, a world of a negative price environment that we are experiencing today.

FY14

Starting with last financial year, the 2014 was for Beach, by any measure, a fantastic year:

- Record sales of \$1.05 billion;
- Record total production that was delivered above guidance;
- Record underlying NPAT of \$259 million;
- Record operating cash flow of \$583 million;
- Record full year ordinary dividends of \$0.04 per share; and

- A year end cash balance of \$411 million.

Tremendous results. Whilst produced in a positive oil environment those results are a real credit to the employees at Beach and I congratulate them on a magnificent effort in 2014.

Egypt Impairment

Many of you will have noticed the difference between our underlying NPAT and our NPAT. That difference relates primarily to the impairment of our Egyptian portfolio.

As we go into new exploration with the strategy of discovering commercial quantities of hydrocarbons, we accumulate on our balance sheet as an asset the exploration expenditure incurred. In some of the regions of our Egyptian exploration portfolio that search for commercial hydrocarbons has not been as successful as we would like but that in itself is the nature of exploration. Having accumulated that exploration expenditure on the balance sheet and no longer being involved in the North Shadwan exploration licence, the Wadi Abu exploration licence and the Mesaha exploration licence, it was appropriate that we wrote off that exploration expenditure. Reg will address our whole of portfolio review later in his presentation.



FY14 saw us continue our engagement with stakeholders in the communities in which we work. We take that engagement very seriously.

Respect, integrity, trust and responsible conduct are part of our core values at Beach. We recognise we have a responsibility to the communities in which we work. That responsibility and the achievement of our core values starts with communication and engagement. It involves explaining to people what we do, how we do it and why. We explain the importance of what we do. Australia and the world needs energy. And it involves listening. Listening to the issues people have and working with them to try and address those issues. Not everyone agrees with what we do and that is their right. But we do work very hard at making sure the debate is properly informed and genuine issues addressed.

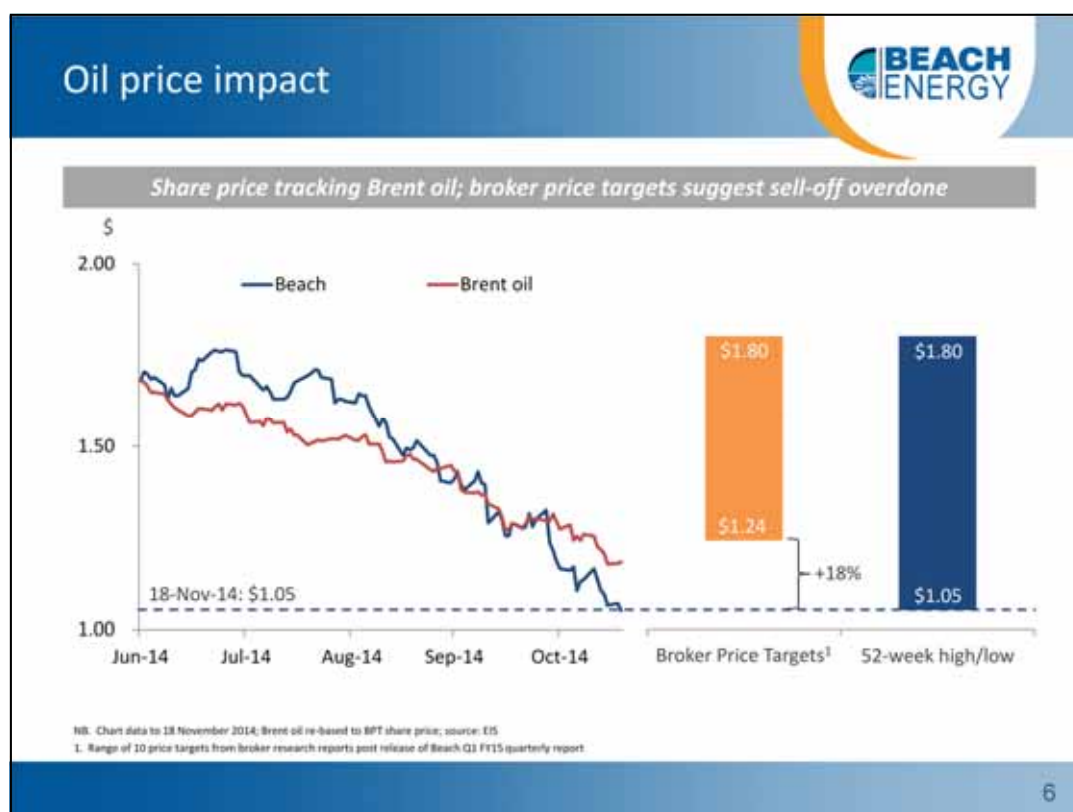
An example of that engagement is in the south east of South Australia. Earlier in the year, Beach drilled two exploration wells near Penola to gain an understanding of the deeper Penola Trough, with community engagement commencing well before our exploration activities.

Beach held and participated in a number of public meetings in the south east, and to see the work first hand, our Board visited the region and held its Board meeting there in September. The Board met with stakeholders and discussed their issues.

The south east has a diverse range of industries across the agriculture, forestry and wine sectors to name a few. It is important that Beach works closely with all industries to ensure any questions they have regarding our work are addressed.

To do this, Beach has established a South East Energy and Industry Roundtable, with broad representation from industries in the region. The first meeting of this Roundtable was held last week. I am told the meeting was productive with all members committing to future participation on the Roundtable.

Beach looks forward to these important and ongoing discussions as part of discharging our responsibility and in keeping with our core values.



FY15

And so to the new world, the world of a negative oil price environment.

Operationally, the first quarter was very good. We produced 2.4 million barrels of oil equivalent and sold 2.9 million barrels of oil equivalent, both up on the prior quarter.

Exploration results were excellent. Thirty seven wells were completed with an overall drilling success rate of 81%.

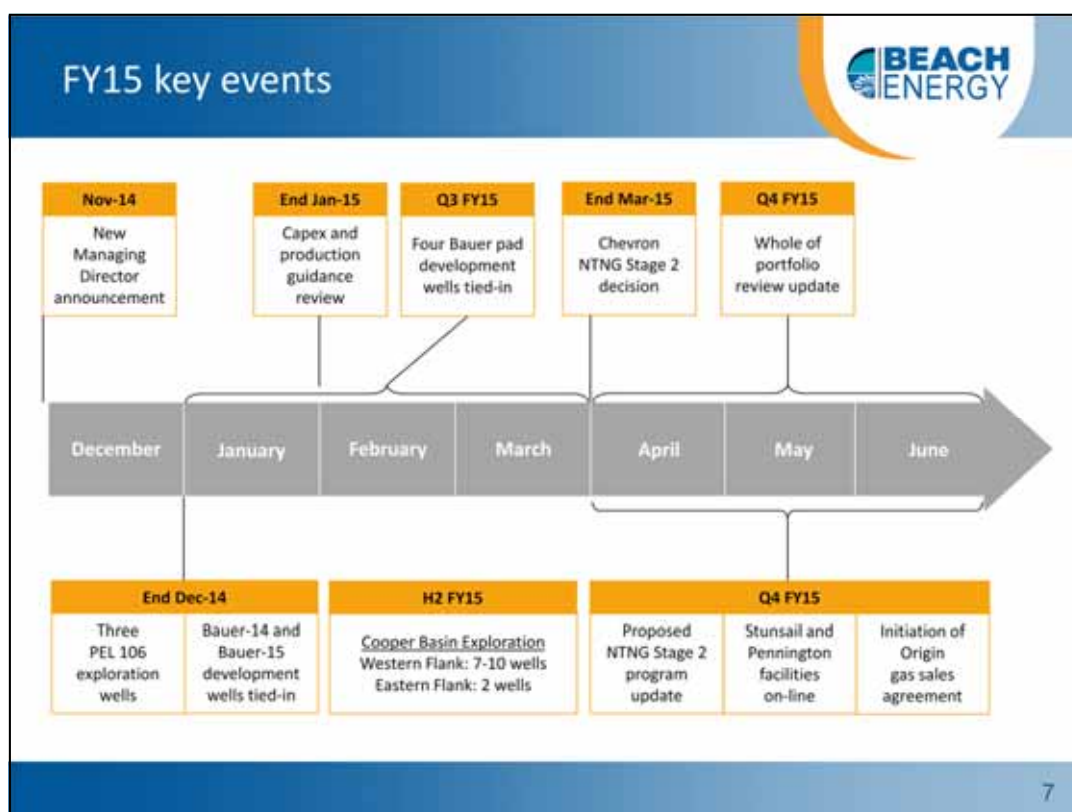
But obviously, revenue was down driven in the main by lower oil prices and those prices have continued to fall.

And that brings me to what I suspect, like me, is front of mind for most of you today - what is happening with the oil price and the share price?

For the last few months the oil price has decreased by approximately 30%. Our share price has followed. We do think, however, as you would probably expect me to say, that the market has overreacted and that we have been oversold. And whilst we do not want to get into forecasting oil prices, we do not expect, on all

the information available to us, that oil prices will remain where they are in the medium term. We do have the view oil prices will recover from present lows in the medium term. Reg give you more background to the basis of that view later.

Of course, the oil price is not something we can control. But what we can control are our operations and we are working feverishly to ensure the best results we can in a depressed commodity price cycle.



And that feverish work, despite the challenges of our current lower oil price environment, means we have much to look forward to for the remainder of FY15.

FY15 will be a milestone year in relation to the Nappamerri Trough Natural Gas program. The Stage 1 exploration phase is almost complete, with a joint venture announcement to be made by the end of March 2015. Stage 2 will involve the next phase of appraisal work with a focus on optimisation and improving recoveries.

On our operated conventional acreage, through the remainder of this financial year we are expecting up to 13 exploration wells to be drilled in the Western Flank and two exploration wells to be drilled in our prospective Eastern Flank area, on the Queensland side of the Cooper Basin.

Our development efforts, in particular in the Bauer field in PEL 91, continue to support our oil production. Tie-in of two Bauer development wells is expected to be completed by calendar year end, with the four pad development wells to be tied-in during the third quarter of FY15. The Stunsail and Pennington facilities are expected on-line by the end of the financial year.

As you are aware, we are undertaking a thorough and considered review of all assets within our portfolio. An update on progress of this review will be provided

during the fourth quarter of FY15, if not earlier.

And lastly, on the commercial side, the initiation of our Origin gas sales agreement during the second half of FY15 will provide a step-change in terms of returns when compared with our existing legacy contract with AGL.

So a full year ahead with much to look forward to. And in looking forward don't forget that, globally, we are one of the world's lowest cost oil producers. Even at today's prices we make a very healthy margin on our oil compared to others. In relation to our gas sales, as we trigger our Origin contract better gas prices than we receive today will be received and the proportion of gas sold under that contract will grow as time passes.

Whilst higher oil prices would obviously be nice, it's not all doom and gloom at today's prices.

As you know this is Reg's last year as managing director leading the executive. And I know you are keen to learn about his replacement. I can confirm this morning, that after an extensive global search and a rigorous process an appointment has been made. Ladies and gentlemen Mr Robert Cole will be the next managing director of Beach Energy. Rob was until very recently executive director and executive vice president, corporate and commercial, at Woodside Petroleum. He holds tertiary qualifications in science and law. He commenced at Woodside in 2006 and during his time has been involved in organisational effectiveness review and subsequent implementation, strategy review, planning and execution, joint venture management, Government negotiations and commercial investments and agreements across the entire value chain from exploration to marketing.

We are delighted to have a person the calibre of Rob and an executive director at a great company like Woodside joining us as our managing director. Mr Cole brings tremendous industry experience and understanding together with a deep skill set in values based leadership, strategy planning and execution and clarity of purpose and communication.

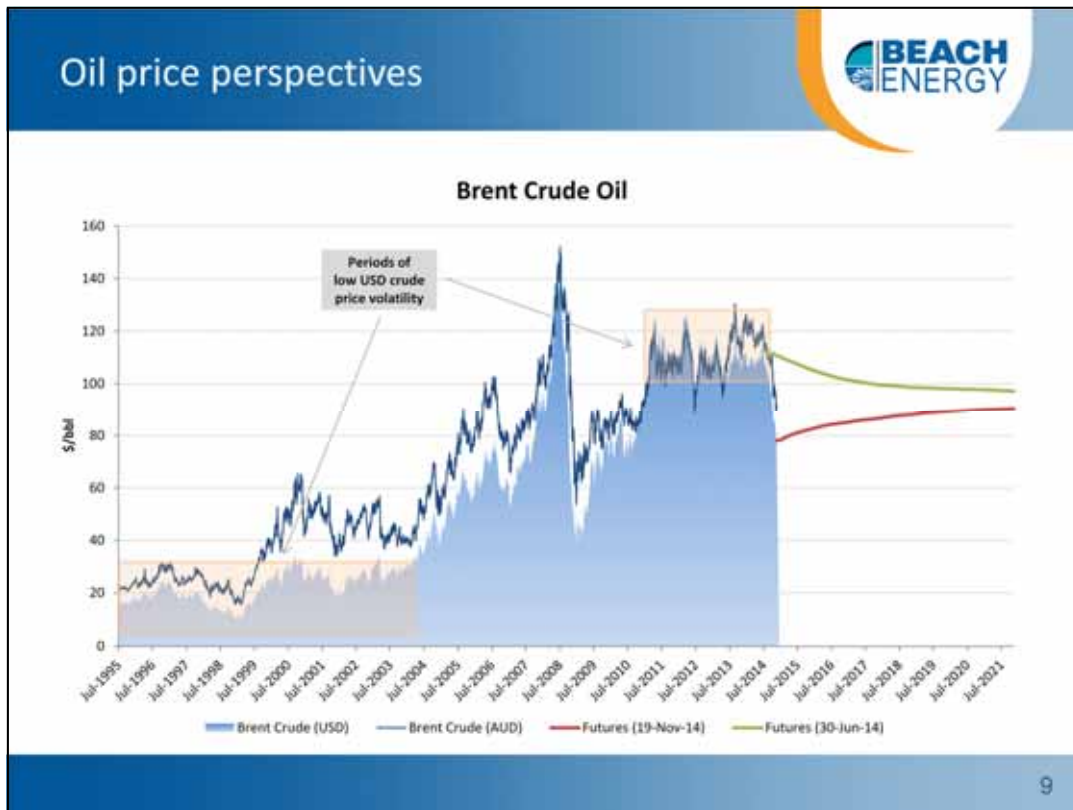
With that I would like to thank everyone at Beach for their continued hard work but more importantly a thank you to our shareholders. The ride has been a little more volatile than any of us would like in recent months, but then that's not new when it comes to oil and gas, and we do appreciate your support.

Now, ladies and gentlemen, enough from me. For the last time, I ask Reg Nelson to address you as Managing Director.

Managing Director's address

Reg Nelson





Thank you, Glenn.

I would like to begin by touching on the subject front of mind for all of us at the moment – global dynamics affecting oil supply and pricing, and my view of where prices may trend over the short to medium term.

As can be seen in this chart, oil has historically experienced periods of both low and high volatility. Having traded within the range of roughly \$100 to \$120 per barrel since the middle of 2010, excess supply from Saudi Arabia has hit the market over recent months, and as a consequence the oil price has declined by more than 30% from its peak in June to around the US\$80 per barrel mark today.

One can speculate on the objectives of Saudi Arabia, such as:

- Shoring up their market position, particularly in Asia, the main growth region for the future;
- Limiting the ability for the US to enter the lucrative Asian market; and/or
- Driving down prices to hurt higher cost producers, such as the USA and Russia. In relation to the USA, by forcing price down, it impacts the higher cost shale producers, thus potentially curbing USA shale expansion, albeit with some time lag as rig contracts wind down.

Despite the outcomes from the excess production levels of Saudi Arabia, it is my view that the recent oil price decline is not consistent with broader economic fundamentals. In the short term, we can point to a number of factors which may provide some upside to oil demand and pricing, including:

- OECD total petroleum inventories currently at levels below their five-year average;
- The beginning of the northern hemisphere winter; and
- Seasonal pick-up in refinery runs after shut-in for annual maintenance.

In addition, current price levels are unsustainable from cost of production and OPEC budget breakeven perspectives. Publicly available information suggests that the average OPEC budget breakeven price is around US\$95/bbl, thus the current pricing levels appear unsustainable.

Therefore, it is my view that there is reasonable potential to see Brent moving towards US\$90-100/bbl by the middle of 2015 as budgetary pressures impact all OPEC producers. The current futures pricing, as depicted in this chart, demonstrates such a price path, albeit not as aggressive as I am predicting.

And let's not forget the in-built stabilising effects of a low oil price environment – increased economic activity and potential operating cost deflation. Although not immediate, these factors do provide some insulation as the oil and gas industry works its way through the current cycle. Furthermore, a depreciating A\$ has historically provided some protection from oil price declines during volatile periods, as demonstrated by the A\$ Brent oil price in this slide.

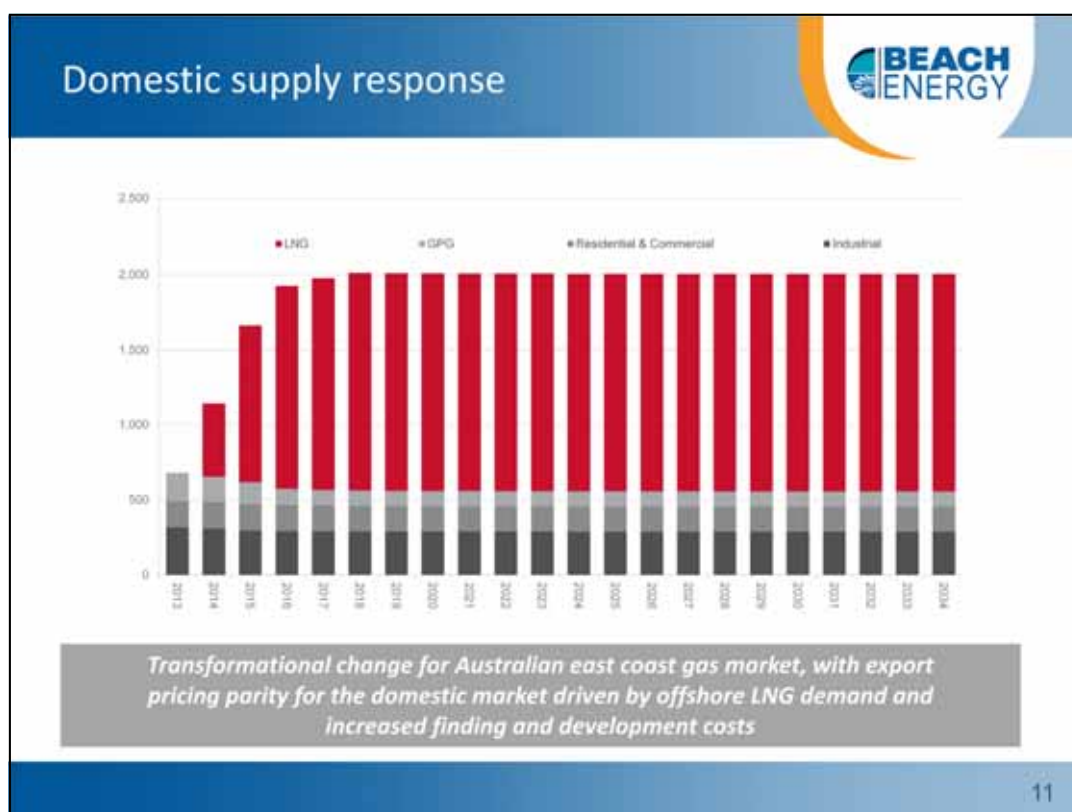
Despite the current challenges, the good news is that Beach has diversified itself beyond oil to soon benefit from other unfolding global dynamics, such as the ever increasing demand for LNG.



A greater population lives inside this circle than outside it

Today I would like to provide my perspective on the outlook for the Australian energy industry and provide an update on how Beach expects to benefit from this demand driven growth.

A simple slide to set the scene - the map here shows that the majority of the world's population lives on our doorstep. An energy hungry China and its neighbours, including India, as well as Japan's recent nuclear challenges, have driven a huge demand for transportable low emission energy.



As a result, significant investment has been made into the development of Australia's LNG industry. Initially built to leverage the vast coal seam gas reserves now known to exist, approximately \$60 billion has been invested with three facilities soon to be brought online in Gladstone, Queensland.

As these facilities ramp-up to cater for onshore and offshore demand, the Australian east coast gas market will transform with gas demand expected to treble by 2016, demonstrated by the red bars in this slide.

However, originally developed to harness coal seam gas discoveries in Queensland, CSG molecule shortfalls are looking likely, due in part to operational challenges such as significant flooding in both Queensland and NSW over the past few years. As significant though has been special interest group activism and sub-optimal policy settings. This lack of policy leadership has allowed such groups to play an undue role in driving government decision making.

The net effect is that significant gas supplies will be required beyond the CSG reserves originally expected to be tapped. Fortunately for Beach, we have long been positioning ourselves for this expected ramp up in demand.

Our multi-basin focus



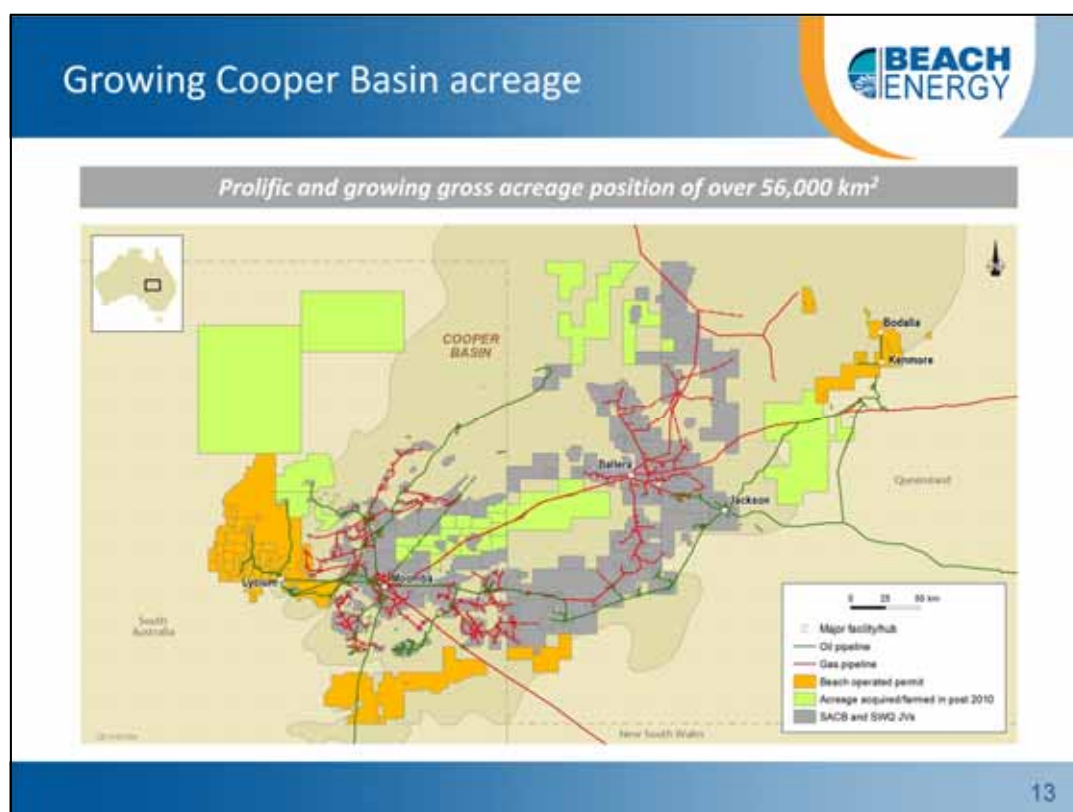
*Multi-basin portfolio
to feed eastern and
northern Australian
markets*

12

We have undertaken a very deliberate strategy of building valuable positions in each of what we see as the key basins in Australia. These include the essential 'old warhorses' of the Cooper Basin and the Otway Basin.

Our basin exposure is designed to ensure we have channels into every major gas market, radiating from Darwin and Adelaide to the key Eastern Australian market. Very few companies have a footprint with such potential. That potential includes conventional shallower targeted gas, as well as deep gas opportunities, with incredibly large quantities of gas in tighter rocks that I believe will be commercialised over time through advances in technology and techniques.

I will now spend a little time talking to each of the basins to which we have exposure.



The Cooper Basin has been in uninterrupted production for the better part of 40 years, with over 3,000 wells drilled and more than 700 of these fracture stimulated. It is Australia's largest onshore oil and gas producing basin – possibly soon to be the largest for oil in the nation. Beach is a significant investor in the majority of its existing oil and gas fields and the massive infrastructure in the region, notably at Moomba, where we are in joint venture with Santos and Origin.

The green permits highlighted on this slide depict acreage acquisitions and farm-ins made by Beach over recent years, which is consistent with our strategy of increasing our exposure to the region. With our detailed understanding of the geology, selected acquisition of acreage in our own back yard is a low risk way of maintaining production and securing tenements which we feel may be ripe for new discoveries. Our acreage in the Cooper is made up of the following:

The Eastern Flank

This is an area that has great potential as it is still relatively underexplored. Thanks to new technologies, such as 3D seismic data, there is every chance that we will be able to replicate the success of the Western Flank here on the Eastern side of the basin.

ATP 742

This permit has an excellent address. It sits between our 100% owned 20 MMbbl

Kenmore and Bodalla oil fields, which are still producing steadily after 30 years, and our 50 MMbbl Jackson oil field. We are farming-in to this block with Bengal Energy. For a 50% interest and operatorship, we have committed to drilling two wells and acquiring of 306 km² of 3D seismic. One well has now been drilled and the seismic acquired. We will be targeting Birkhead/Hutton reservoirs beneath the stratigraphic section disturbed by the Tookanooka meteorite impact, that took place approximately 120 million years ago. The second exploration well is expected to be drilled in May/June next year.

ATP 924

Beach is farming-in to 45% of this permit with Drillsearch. Again, the address is an enviable one, located between the Inland and Cook oil fields. 3D seismic is currently underway and an initial well will be drilled around the same time as that in Tookanooka, May/June next year. A further well will potentially be drilled, targeting Jurassic oil and Permian gas reservoirs on large structural ridges.

The Western Flank

As I look back at my time at Beach, this is certainly the operating area of which I am incredibly proud. Not only has Beach and its operations team 'discovered' the Western Flank, but in doing so we have become the lowest cost operator in the Cooper Basin, and I would challenge anyone to find someone drilling onshore oil wells as quickly and cheaply as we do. It is worth noting that even though we have seen a dramatic reduction in oil prices, our production from the Western Flank is still very profitable, with operating costs, royalty and transportation costs remaining at around A\$25 per barrel.

Our operated oil exploration success rate over the past few years has been in excess of 40%, which is a world class result. We have already had three oil discoveries in the first quarter of this financial year, and the development program in the Bauer field has surprised on the upside. I will talk to this in more detail in a minute.

The Southern area

Our acreage to the south of the Cooper Basin, with joint venture partners Strike Energy and Senex, is an area that should be taken note of. It is targeting gas from deep coals in the lower Patchawarra Formation. The coals being targeted are at 1,500 metres to 2,000 metres. Within the Davenport-1 well in PEL 94, we fracture stimulated a lower zone in the VU Patchawarra coal and perforated the shallower VM3 Patchawarra coal. Initial test results have been highly encouraging in relation to rock permeability and hydrocarbon shows. Follow up testing will take place in early 2015.

The SACB and SWQ JVs

These joint ventures with Santos and Origin consume around two thirds of our total capital expenditure budget. The current capital development program is heavily focused on infill drilling. The operator is targeting a 30% increase in capacity of the Moomba facility from 2012 levels. We will be provided with the ramp up profile of these infill wells prior to calendar year end, and this will provide us with the data required to confirm the timing of our oil linked gas contract with Origin Energy. For those unaware, in March 2013 we signed an agreement with Origin to provide them with 139 PJ of gas over eight years, with Origin having the option to extend this to 173 PJ of gas over ten years, on an oil linked basis with other parameters. I would like to assure shareholders that even in the current low oil price environment we are still satisfied that this contract will generate a materially higher return than the current legacy contract we have with AGL.

NTNG project

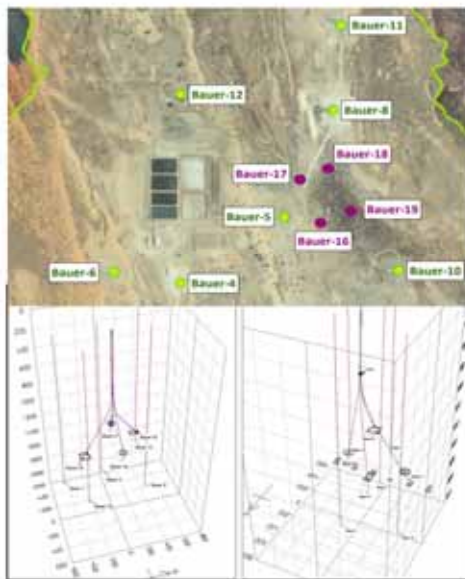
There has been much discussion around our joint venture with Chevron of late. I would like to get the message out to all those willing to listen, we are more than satisfied with the results from the Stage 1 exploration phase to date. This is an exploration phase, not an appraisal or development phase. Our goals for Stage 1 included confirming: 1. There was gas saturation throughout our two permits within the Nappamerri Trough; 2. The rock containing the gas molecules was amenable to fracture stimulation; 3. We could flow gas to surface from the 1-1.5 kilometre gas saturated section. I can stand here today and tell you unequivocally that we have satisfied these goals.

Our exposure to deep gas exploration in the Cooper Basin also extends beyond PRLs 33 to 49 and ATP 855 to the SACB JV acreage to the west. No other company in the Cooper Basin has the exposure to the number of deeper gas wells that Beach has.

So that is a snapshot of some of our exciting Cooper Basin programs. Lets not forget that it was only 15 years ago that we had very little exposure to the Cooper Basin, so it is with great pride that I look at not just the size but the quality of the acreage we have accumulated in the Cooper Basin.

I will now talk in a more detail about our Bauer field development and some of the recent results from our NTNG program.

New oil fields coming on-line



14

The Western Flank of the Cooper Basin continues to be one of the great success stories for Beach.

Following record oil production in FY14, our current efforts are focused on supporting our record levels of production through active exploration and development programs, and expansion of infrastructure.

In FY15, an active program of eight development wells, four appraisal wells and five exploration wells is underway. Included in this program are significant infrastructure additions and upgrades.

One of the key components of capital expenditure for the Western Flank is the development program for the Bauer field. Of note is the Bauer pad drilling, which includes the Bauer-16 to -19 wells. This approach involves drilling wells in close proximity without the need for re-mobilisation of the rig. A literal 'sideways walk' of the rig achieves savings in terms of drilling time and costs. It is remarkable to think that a sideways walk of the rig from Bauer-16 to -17 was completed in two hours, a record for the Cooper Basin. Consequently, the full four well program is expected to be completed within 30-days.

Our facility and pipeline network continues to grow with the CKS, Stunsail and Pennington facilities to feed into a new PEL 91 hub. This hub will act as a gateway for transportation of oil through a single pipeline to the Bauer production facility. The CKS facility came on-line in October 2014 and the Stunsail and Pennington facilities are expected on-line by the end of the financial year.

Infrastructure upgrades are also planned, including the Bauer facility expansion from 50,000 bpd of fluid to 75,000 bpd, due to be completed in second half of FY15.



Beyond the engine room of the Western Flank, it is hard not to get excited when talking about the NTNG project, our joint venture with Chevron and Icon. We believe there are material and transformational gas molecules in place within our acreage.

Such gas-in-place will prove transforming for the company and industry - if we can crack the code for commercial extraction. Such an exercise, however, requires time. In FY14, significant progress was made and we are close to completing the Stage 1 exploration phase, a phase in which 18 wells have been drilled, 14 fracture stimulated and 11 flow tested to date.

We have been extremely encouraged by our Stage 1 results, in particular achieving our key objectives of:

- Geographically and vertically delineating target zones;
- Fracture stimulating target zones and optimising stimulation techniques for future appraisal; and
- Flowing gas from all formations across the acreage.

Particularly pleasing has been our effort to successfully identify and exploit sweet spots. The Holdfast-1 and Encounter-1 wells were early examples, and most recently we have been excited by the prospects of Etty-1. Etty-1 produced approximately 0.9 MMscfd, primarily from a single stage in the Daralingie formation. This presents the possibility of horizontal drilling with multi-stage fracture stimulation, which we look forward to discussing with our joint venture partners in due course.

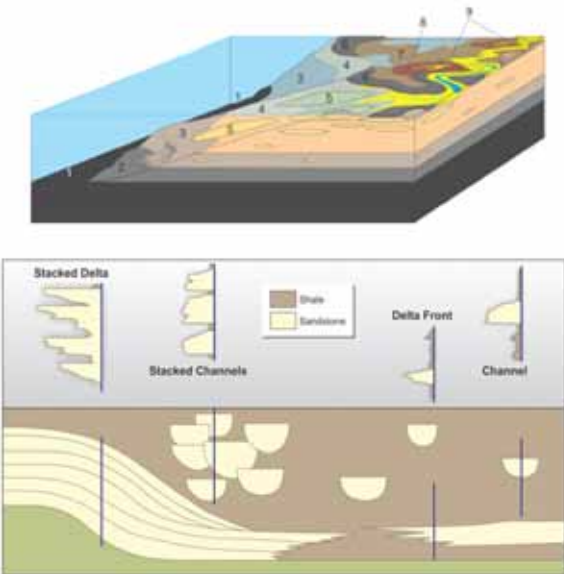
NTNG – Identifying new play types



Unique Stratigraphy

- Etty-1 intersected stratigraphic sections in the Nappamerri Trough not seen in the Cooper Basin
- Thick sand packages in Daralingie to be further appraised
- Daralingie sand packages productive when tested at Etty-1
- Potential for horizontal appraisal wells with multiple fracture stimulation stages to be considered as part of Stage 2, and agreed with joint venture partners

Unique sands in the Daralingie providing additional focus for the NTNG program



16

I am extremely encouraged by the results from the single fracture stimulation stage in the Daralingie Formation at Etty-1. To have flowed a single zone at in excess of 870,000 standard cubic feet per day on a restricted basis is very exciting for the program.

The Daralingie Formation is one of the target zones that we have only recently focused on as part of Stage 1 exploration with Chevron and Icon Energy. Not many of you would be aware that the Daralingie sands are utilised for storage around Moomba for both ethane and methane. The reason it is used for storage is because of its excellent reservoir properties, those being porosity and permeability. That these Daralingie sands are regionally extensive and readily identifiable throughout areas of our permits in the Nappamerri Trough, provides additional focus and potential upside for Stage 2, which is the pilot production and appraisal phase of the NTNG program.

Looking forward, we believe that the possibility of a horizontal well being drilled into this Daralingie Formation sand and fracture stimulated extensively through a multi-stage approach is very real. This work would only be undertaken with joint venture approval. We have said on a number of occasions that we are chasing sweet spots in relation to the Nappamerri Trough and its massive gas potential, and these Daralingie Formation results are a perfect example of what we have been talking about.



As mentioned earlier, we have positioned ourselves in a number of key basins around Australia.

Being located near to infrastructure with access to key gas markets is an essential criteria when we consider entering new plays. Without access to infrastructure linked to markets, the chances of commercialisation become significantly harder.

I believe the onshore Otway can play a crucial role in helping to ease the looming gas shortage I have touched on. Hence why we continue our focus on this area, with the drilling of two exploration wells in FY14. What we saw from these wells was elevated gas readings from the Lower Sawpit Shale to the Casterton Formation. We cut 181 metres of core and were greatly encouraged by gas evolving from these core samples. Wireline logs revealed the Sawpit Sandstone has good reservoir properties and we have now mapped conventional Sawpit Sandstone gas prospects in deeper areas of the Penola Trough. What is not widely known is that we have a gas facility with a capacity of up to 10 TJ per day, equivalent to approximately 10% of Adelaide's gas needs. We plan to drill a conventional exploration well in the new year. Should we intersect conventional reservoirs in this well, we will look to tie it in to our gas facility.

There has not been much activity in relation to the Basker-Manta-Gummy permits

in the offshore Gippsland Basin. There are still oil and gas 2C contingent resources within these blocks. We farmed-down our interest in these blocks to Cooper Energy in FY 14, with Cooper focusing its efforts on operating a number of offshore Gippsland blocks.

While our exposure to the Burnside permit in the Browse Basin is small at 6.67%, we were pleased by the Santos discovery during the year at Lassiter. From the Santos mapping it appears as though this field has the potential to extend into the Burnside permit. We are currently assessing the possibilities in relation to this.

In the Bonaparte Basin we drilled the Cullen-1 exploration well and have identified 1,600 metres of over-pressured marine shale with variable carbonate content in Milligans Formation and Langfield Group. Gas and oil shows in tight sand were identified, with two cores cut and analysis currently underway. The potential of this area includes 1,000 metres of fractured platform carbonate which we intersected in Ningbing Group. A conventional fractured carbonate play requires extended production testing to assess the potential and this will be considered as part of a forward program, which is likely to include seismic over and around the Cullen-1 well location.



Following the release of our FY14 results, we announced a review of all assets would be undertaken to ensure our portfolio is suitably structured to create ongoing value and achieve our core objectives.

Firstly, I would like to make the point that a portfolio review and optimisation is not a new concept for Beach. As with all successful companies and asset managers, our history has been one of ongoing review, with a demonstrated track record of undertaking corporate activity as opportunities arise. Acquisitions, divestments, farm-ins and farm-outs have been a core element of building the Beach of today. Our current efforts are simply a continuation of this approach. Furthermore, we always approach corporate activity in a measured and considered manner, which includes consideration given to the timing of various projects currently underway in our portfolio.

Secondly, we have said that there will be a focus on our international business, however, all assets are under review, and I must emphasise the 'all' here.

As Glenn mentioned earlier, we will provide an update on progress of review in Q4 FY15, if not earlier depending on activity.



Whilst you are on feet Reg, we do have a small presentation for you today.

Ladies and gentlemen, I suspect you do not need me to tell you of the magnificent contribution that Reg has made to your company.

Reg was originally appointed to the Board of Beach in May 1992 as an executive director. He moved to the role of chief executive officer in October 1995 and was appointed managing director in May 2002.

It is no exaggeration to say that the Beach of today is attributable to the vision of Reg in his early years. With the impending re-release of Cooper Basin acreage, Reg offered to the South Australian government to relocate the Beach office from its then base in Sydney back to Adelaide. The consideration for that was access to State data in relation to the acreage saving the company significant capital at a time when capital was very tight. Beach relocated in 1997 and the subsequent work and successful bidding for acreage and farm-ins produced the cornerstone of Beach's business in the western flank oil fields today.

There are many other events and transactions during Reg's stellar career and time does not permit today to mention all of them but safe to say that Reg has been instrumental, at every step, in the building of your company to where it is today.

Reg is a man of many talents. The talent of greatest strength to your company has been his intellect and entrepreneurial spirit. Reg has a unique ability to think about issues in the oil and gas sector in an expansive, holistic and at the same time lateral way. That ability and his entrepreneurial spirit has been of great benefit to the company. It is critical that the culture in that regard that Reg has developed and fostered is maintained for the future.

Now Reg is well-known as a team player and he will be the first to say that many others should share the accolades. One of those people is Reg's long suffering wife, Sue. Sue, thank you so much for all of your support of Reg and allowing us for 23 years to have so much of him. We have for you Sue a very small token of our appreciation.

Reg, you will be very sadly missed. On behalf of the Board, our staff and our shareholders, thank you so much for everything that you have done and we wish you all the very best.

Resolutions for voting

Glenn Davis



Proxy votes



- Beach has received 687,564,520 valid proxy votes
- Representing 52.99% of the votes

- The first item of business is to receive and consider the financial statements and the reports of the directors and auditors for the financial year ended 30 June 2014

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 2014 be adopted.”

Resolution 1 – Adoption of Remuneration Report



	For	Against	Open (Usable) At Discretion of Proxy	Total Valid Available Votes	Abstain	Total number of valid proxy votes
Adoption of Remuneration Report	669,615,781	12,174,548	5,774,191	687,564,520	6,625,706	694,190,226
	51.61%	0.94%	0.45%	53.00%		

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 2014 be adopted."

Resolution 2

– Re-election of Mr G S Davis as a Director



- Mr Glenn Davis

Resolution 2

– Re-election of Mr G S Davis as a Director



	For	Against	Open (Usable) At Discretion of Proxy	Total Valid Available Votes	Abstain	Total number of valid proxy votes
Re-election of G S Davis as a Director	651,050,942	33,805,275	5,792,699	690,648,916	9,808,097	700,457,013
	50.18%	2.61%	0.45%	53.24%		

Resolution 2

– Re-election of Mr G S Davis as a Director



- Mr Glenn Davis

Resolution 2

– Re-election of Mr G S Davis as a Director



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

"That Glenn Stuart Davis, who retires by rotation pursuant to clause 13.3 of the constitution of Beach and ASX Listing Rule 14.4 and who, being eligible, offers himself for re-election, is re-elected as a director of Beach."

Resolution 3

– Re-election of Ms B C Robinson as a Director



- Ms Belinda Robinson

Resolution 3

– Re-election of Ms B C Robinson as a Director



	For	Against	Open (Usable) At Discretion of Proxy	Total Valid Available Votes	Abstain	Total number of valid proxy votes
Re-election of B C Robinson as a Director	684,340,462	6,373,844	5,801,649	696,515,955	3,941,058	700,457,013
	52.74%	0.49%	0.45%	53.68%		

Resolution 3

– Re-election of Ms B C Robinson as a Director



- Ms Belinda Robinson

Resolution 3

– Re-election of Ms B C Robinson as a Director



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

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

Resolution 4 – Approval of the issue of securities
to Mr R G Nelson, Managing Director



- 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 acquisition of performance rights in Beach by Mr R G Nelson, the Managing Director, under the Beach Energy Limited 2013 Short Term Incentive Offer upon the terms set out in the Explanatory Statement be approved."

Resolution 4 – Approval of the issue of securities to Mr R G Nelson, Managing Director



	For	Against	Open (Usable) At Discretion of Proxy	Total Valid Available Votes	Abstain	Total number of valid proxy votes
Approval of the issue of securities to Mr R G Nelson	657,585,585	24,871,773	5,725,464	688,182,822	7,091,613	695,274,435
	50.68%	1.92%	0.44%	53.04%		

Resolution 4 – Approval of the issue of securities
to Mr R G Nelson, Managing Director



- 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 acquisition of performance rights in Beach by Mr R G Nelson, the Managing Director, under the Beach Energy Limited 2013 Short Term Incentive Offer upon the terms set out in the Explanatory Statement be approved."

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

"That, for the purposes of section 200B of the Corporations Act and for all other purposes, the giving of a retirement benefit by Beach to Mr R G Nelson, the Managing Director, upon the terms set out in the Explanatory Statement be approved."

Resolution 5 – Approval of the giving of a retirement benefit to Mr R G Nelson, Managing Director



	For	Against	Open (Usable) At Discretion of Proxy	Total Valid Available Votes	Abstain	Total number of valid proxy votes
Approval of the giving of a retirement benefit to Mr R G Nelson, Managing Director	660,057,729	22,970,490	5,674,138	688,702,357	6,522,078	695,224,435
	50.87%	1.77%	0.44%	53.08%		

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

"That, for the purposes of section 200B of the Corporations Act and for all other purposes, the giving of a retirement benefit by Beach to Mr R G Nelson, the Managing Director, upon the terms set out in the Explanatory Statement be approved."

Resolution 6

– Remuneration of Non-Executive



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

"That, for the purposes of ASX Listing Rule 10.17, clause 13.9.2 of the constitution of Beach and for all other purposes, the maximum aggregate remuneration of the non-executive directors of Beach be increased to \$1,300,000 per year."

Resolution 6 – Remuneration of Non-Executive



	For	Against	Open (Usable) At Discretion of Proxy	Total Valid Available Votes	Abstain	Total number of valid proxy votes
Remuneration of Non- Executive Directors	673,144,993	8,448,012	5,753,637	687,346,642	6,843,584	694,190,226
	51.88%	0.65%	0.44%	52.97%		

Resolution 6
– Remuneration of Non-Executive



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

"That, for the purposes of ASX Listing Rule 10.17, clause 13.9.2 of the constitution of Beach and for all other purposes, the maximum aggregate remuneration of the non-executive directors of Beach be increased to \$1,300,000 per year."

Resolution 7
– Appointment of Auditor



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

“That, pursuant to section 327B(1)(b) of the Corporations Act, KPMG be appointed as auditor of Beach, such appointment to take effect from the time at which the resignation of Grant Thornton as auditor takes effect.”

Resolution 7 – Appointment of Auditor



	For	Against	Open (Usable) At Discretion of Proxy	Total Valid Available Votes	Abstain	Total number of valid proxy votes
Appointment of Auditor	687,086,638	2,197,177	5,810,271	695,094,086	4,512,927	699,607,013
	52.95%	0.17%	0.45%	53.57%		

Resolution 7
– Appointment of Auditor



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

“That, pursuant to section 327B(1)(b) of the Corporations Act, KPMG be appointed as auditor of Beach, such appointment to take effect from the time at which the resignation of Grant Thornton as auditor takes effect.”

Questions and meeting close

