

12 October 2017

Ms Cathy Oster  
Company Secretary  
Beach Energy Limited  
25 Conyngham Street  
GLENSIDE SA 5065

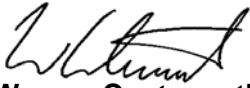
Total Pages: 6 (including covering letter)

Dear Ms Oster

**Notice of Change of Interests of Substantial Holder**

Attached is a Notice of Change of Interests of Substantial Holder – Form 604.

Yours faithfully



**Warren Coatsworth**  
Company Secretary

cc – Company Announcements Office  
Australian Securities Exchange Limited  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

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

## Notice of change of interests of substantial holder

To Company Name/Scheme Beach Energy Limited

ACN/ARSN 007 617 969

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

Name Seven Group Holdings Limited (SGH), Network Investment Holdings Pty Ltd (Network Investment) and SGH's other subsidiaries as set out in Annexure A (SGH Group)

ACN/ARSN (if applicable) 142 003 469

There was a change in the interests of the substantial holder on 10/10/2017

The previous notice was given to the company on 22/03/2016

The previous notice was dated 22/03/2016

### 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 shares         | 425,854,989     | 22.89% (based on 1,860,704,532 ordinary shares) | 518,190,931    | 24.22% (based on 2,139,222,431 ordinary shares) |

### 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 (cash) (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|---|--|---|-------------------------|
| 10/10/2017     | SGH, Network Investment and each other member of the SGH Group | Acquisition of shares pursuant to the institutional component of the underwritten 3 for 14 pro rata accelerated non-renounceable entitlement offer that was announced to ASX on 28 September 2017 (Entitlement Offer) | \$0.75 per ordinary share                            | 91,254,641 ordinary shares              | 91,254,641              |
| 10/10/2017     | SGH, Network Investment and each other member of the SGH Group | Acquisition of shares pursuant to sub-underwriting of the institutional component of the Entitlement Offer  | \$0.75 per ordinary share                            | 1,081,301 ordinary shares               | 1,081,301               |

### 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 |
|-----------------------------|---------------------------------|--|--|--------------------------------|----------------|
| Network Investment          | Network Investment              | Network Investment                             | Relevant interest under subsection 608(1) of the Act as the registered and beneficial holder of the shares | 518,190,931 ordinary shares    | 518,190,931    |

|   |                    |                    |  |                             |             |
|---|--------------------|--------------------|--|-----------------------------|-------------|
| SGH and each member of the SGH Group (excluding Network Investment) | Network Investment | Network Investment | Each entity is an associate of and/or controls Network Investment and accordingly has a relevant interest in the same shares as Network Investments under paragraphs 608(3)(a) or 608(3)(b) of the Act. As none of these entities are entitled to be registered as holder of the shares, each entity's ability to vote and dispose of these shares is qualified accordingly. | 518,190,931 ordinary shares | 518,190,931 |
|---|--------------------|--------------------|--|-----------------------------|-------------|

## 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  |
|-----------------------------------|--|
| SGH and the SGH Group             | SGH controls each member of the SGH Group and, as such, they are each associates of each other. The members of SGH Group are set out in Annexure A, some entities of which have become members, or ceased to be members, since the last notice was given to the Company. |

## 6. Addresses

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

| Name          | Address  |
|---------------|--|
| SGH           | Level 2, 38-42 Pirrama Road, Pyrmont, NSW 2009 |
| The SGH Group | See Annexure A                                 |

## Signature

print name Warren Coatsworth capacity Company Secretary

sign here



date 12/10/2017

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

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

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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**Annexure 'A'**

This is Annexure 'A' of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 12 October 2017.



Warren Coatsworth  
Company Secretary

| <b>Entity</b>                              | <b>ACN</b>  |
|--|-------------|
| C7 Pty. Limited                            | 082 901 442 |
| Direct Target Access Pty. Limited          | 072 507 227 |
| Industrial Investment Holdings Pty Limited | 166 596 710 |
| Kimlin Holdings Pty. Limited               | 112 288 445 |
| Manooka Holdings Pty. Limited              | 092 680 245 |
| Miltonstar Pty. Limited                    | 074 811 144 |
| Network Investment Holdings Pty. Limited   | 078 448 512 |
| Point Pty. Limited                         | 009 643 501 |
| Realtime Reporters Pty. Limited            | 009 371 055 |
| Seven Custodians Pty. Limited              | 089 327 551 |
| Seven Entertainment Pty. Limited           | 085 598 429 |
| Seven Media Group Pty. Limited             | 116 850 607 |
| Seven (National) Pty. Limited              | 153 299 159 |
| Seven Network (United States) Inc          | N/a         |
| Seven Network Limited                      | 052 816 789 |
| Seven Network Nominees Pty. Limited        | 060 667 861 |
| Seven Network Investments Pty. Limited     | 078 267 759 |
| Seven Network International Limited        | 065 640 075 |
| SGH Productions Pty. Limited               | 091 398 471 |
| Seven Resources Pty. Limited               | 093 422 032 |
| Seven (WAN) Pty. Limited                   | 122 263 129 |
| SGH Communications Pty. Limited            | 063 582 990 |
| SGH Energy (No 1) Pty Limited              | 168 933 355 |
| SGH Energy (No 2) Pty Limited              | 168 935 644 |
| SMG Executives Pty. Limited                | 128 792 003 |
| SMG FINCO Pty. Limited                     | 122 728 321 |
| SNZ Pty. Limited                           | 124 503 028 |
| Specialised Investments Pty Limited        | 163 941 884 |
| Tallglen Pty. Limited                      | 058 439 786 |
| WesTrac Holdings Pty. Limited              | 009 336 109 |
| SGH Energy Pty Limited                     | 058 818 278 |
| SGH Energy Aust. Pty Limited               | 090 835 608 |
| SGH Energy Corporate Pty Limited           | 123 237 712 |
| SGH Energy NTP66 Pty Limited               | 123 243 470 |
| SGH Energy Services Pty Limited            | 113 220 670 |
| SGH Energy VICP56 Pty Limited              | 125 036 142 |
| SGH Energy WA377P Pty Limited              | 123 243 274 |
| SGH Energy WA Pty Limited                  | 113 911 274 |
| SGH Energy NV Pty Limited                  | 124 180 070 |
| SGH Energy VICP54 Pty Limited              | 108 405 009 |

All companies listed above have a registered office located at Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009 except Seven Network (United States) Inc: 1013 Centre Road, City of Wilmington, Delaware, USA

| <b>Entity</b>   | <b>ACN</b>  |
|---|-------------|
| Allight Holdings Pty. Ltd   | 070 926 555 |
| AllightPrimax FZCO  | N/a         |
| AllightSykes Pty. Ltd   | 053 434 807 |
| Allight Sykes SA (Proprietary) Limited  | N/a         |
| FGW Pacific Pty. Ltd  | 085 531 353 |
| Liaoning WesTrac Machinery Equipment Limited (incorporated in China)                        | N/a         |
| Mining Equipment Spares Pty. Ltd  | 133 869 191 |
| National Hire Facilitation Pty. Limited   | 128 890 442 |
| National Hire Group Limited   | 076 688 938 |
| Priority People Solutions Pty. Ltd  | 147 979 548 |
| PT Allightsykes   | N/a         |
| Primax USA Inc (incorporated in the USA)  | N/a         |
| Pump Rentals Pty. Ltd   | 057 090 561 |
| Sitech (Beijing) Engineering Technology Development Company Limited (incorporated in China) | N/a         |
| Sitech Solutions Pty. Limited   | 137 343 090 |
| Sitech (WA) Pty. Ltd  | 139 286 454 |
| Sykes Group Pty. Limited  | 004 093 752 |
| Sykes Fleet Services Pty. Limited   | 074 656 027 |
| Sykes New Zealand Limited (incorporated in New Zealand)                                     | N/a         |
| Tianjin WesTrac Machinery Equipment Limited (incorporated in China)                         | N/a         |
| Weishan (Beijing) Machinery Equipment Ltd (incorporated in China)                           | N/a         |
| WesTrac (Beijing) Machinery Equipment Limited (incorporated in China)                       | N/a         |
| WesTrac China Limited (incorporated in Hong Kong)   | N/a         |
| WesTrac (China) Machinery Equipment Limited (incorporated in China)                         | N/a         |
| WesTrac Hong Kong Limited (incorporated in Hong Kong)                                       | N/a         |
| WesTrac Pty. Ltd  | 009 342 572 |
| WesTrac Machinery Distribution Pty Limited  | 155 500 413 |

All companies registered in Australia listed above have a registered office located at 12 Hoskins Road, Landsdale, WA, 6065, except:

- Sitech (WA) Pty Ltd: 128 Great Eastern Highway, South Guildford, WA, 6055
- Mining Equipment Spares Pty Ltd: 327 Victoria Road, Malaga, WA, 6090
- Priority People Solutions Pty Ltd: Level 2, 38 – 42 Pirrama Road, Pyrmont, NSW, 2009
- Sitech Solutions Pty Limited: 33 Allison Street, Bowen Hills, QLD, 4006
- Allight Sykes SA (Proprietary) Limited: 2 Eglin Road, Sunning Hill, South Africa, 2157
- PT Allightsykes: Jl Proklamsi #38 RT 32, Balikpapan, Indonesia
- AllightPrimax FZCO: Plot No. S50119, Jebel Ali Free Zone South, Dubai, UAE