

Notice of Annual General Meeting and Explanatory Memorandum

Date of meeting:

Thursday, 12 November 2020

Time of meeting:

10:30 am

(Australian Central Daylight Time)

Place of meeting:

Due to Federal and State Government restrictions regarding gatherings and COVID-19 the meeting will be held virtually via an online platform at <https://web.lumiagm.com> with meeting ID 376-666-802

This is an important document. Please read it carefully and in its entirety. If you do not understand it, please consult with your professional advisers.

If you are unable to attend the Annual General Meeting (AGM) virtually, please complete the Proxy Form enclosed and return it in accordance with the instructions set out in that form.

The annual report is available online, visit <http://www.cooperenergy.com.au/investor-information/reports>

Notice of 2020 Annual General Meeting

Background Information

To assist you in deciding how to vote on the Resolutions, further details as background information to the Resolutions are set out in the Explanatory Notes forming part of this Notice of Meeting.

The Annual General Meeting of Cooper Energy Limited ABN 93 096 170 295 (**Company**) will be held at 10.30 am (ACDT) on Thursday, 12 November 2020 virtually on an online platform at <https://web.lumiagm.com>.

Terms used in this Notice and the accompanying Explanatory Notes are defined in the glossary to this document on page 12. All resolutions will be voted on by poll.

Important notice regarding attendance, COVID-19 and the virtual meeting

Due to the global COVID-19 pandemic, the Company has taken steps to ensure all Shareholders can participate in the AGM virtually online while maintaining their health and safety, and abiding by Federal and State Government requirements and guidelines regarding COVID-19. Shareholders will not be able to attend the AGM in person.

Shareholders who wish to vote can do so by:

- participating in the virtual meeting and casting a vote online;
- appointing the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) by completing and returning the proxy form; or
- lodging their proxy votes online at www.investorvote.com.au.

Further details regarding the virtual meeting are set out below.

Virtual meeting

To enable participation by Shareholders in the AGM without physical attendance, the Company will hold the AGM virtually online at <https://web.lumiagm.com> with meeting ID 376-666-802.

Shareholders can access this platform by navigating to <https://web.lumiagm.com> on any internet browser. Alternatively, the Lumi AGM app can be downloaded for free from the Apple or Google Play stores.

Upon entering the meeting ID into the online platform, Shareholders log in to the virtual AGM using their SRN/HIN and postcode (Australian resident) or their SRN/HIN and three letter country code (overseas resident). Any appointed third party proxies should contact the Company's share registry, Computershare Investor Services, on +61 3 9415 4024 to receive their login information.

Shareholders attending the AGM virtually will be able to ask questions and vote during the AGM via the online platform. In addition, shareholders will be able to ask questions on the phone. If you would like to ask a question via phone, please register your details using the link below. Upon registration, you will be provided dial-in numbers and a unique passcode and PIN that will grant you access to the call on the day.

Call Registration: <https://s1.c-conf.com/diamondpass/10009716-invite.html>

More information regarding virtual attendance at the AGM (including how to vote, comment and ask questions virtually during the AGM) is available in the virtual meeting guide, which is attached at Annexure B.

Business

Financial Statements and Reports

To receive and consider the Company's Annual Report, Directors' Report (incorporating the Remuneration Report) and Auditor's Report for the financial year ended 30 June 2020.

Note: There is no vote on this item.

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2020 be adopted."

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion for this Resolution is set out under Important Information below.

Election of Directors

Resolution 2 – Re-election of Mr Hector Gordon as a Director

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

"That Mr Hector Gordon, a Director of the Company who retires by rotation in accordance with clause 5.1 of the Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

The Board (with Mr Gordon abstaining) recommends that Shareholders vote in favour of this Resolution.

Resolution 3 – Election of Ms Victoria Binns as a Director

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

"That Ms Victoria Binns, being appointed as a non-executive Director of the Company by the Board in accordance with clause 8.1 of the Constitution since the last Annual General Meeting and who ceases to hold office at the conclusion of this Annual General Meeting in accordance with clause 8.2 of the Constitution, be elected as a Director of the Company."

The Board (with Ms Binns abstaining) recommends that Shareholders vote in favour of this Resolution.

Resolution 4 – Election of Mr Timothy Bednall as a Director

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

"That Mr Timothy Bednall, being appointed as a non-executive Director of the Company by the Board in accordance with clause 8.1 of the Constitution since the last Annual General Meeting and who ceases to hold office at the conclusion of this Annual General Meeting in accordance with clause 8.2 of the Constitution, be elected as a Director of the Company."

The Board (with Mr Bednall abstaining) recommends that Shareholders vote in favour of this Resolution.

Grant of long term incentive to Managing Director under Equity Incentive Plan

Resolution 5 – Issue of rights to Mr David Maxwell, Managing Director

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

"That, for the purpose of Listing Rule 10.14 and for all other purposes, the issue to Mr David Maxwell of performance rights and share appreciation rights pursuant to the Company's equity incentive plan as described in the Explanatory Notes section of this Notice, be approved."

The Board (with Mr Maxwell abstaining) recommends that Shareholders vote in favour of this Resolution.

Note: A voting exclusion for this Resolution is set out under Important Information below.

Business

Resolutions requisitioned by a group of Shareholders

Resolution 6 – Special Resolution – Amendment to the Constitution

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

“To amend the constitution to insert the following new Clause 66A: ‘The company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to a material risk as identified by the company and cannot either advocate action that would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors or the company.’”

Resolution 6 was proposed by a group of Shareholders holding approximately 0.005% of the Company’s ordinary shares. The Board has considered the requisitioned resolution (including the supporting statement put forward, as set out in Appendix 1).

The Board unanimously recommends that Shareholders vote against this Resolution for the reasons set out in the Explanatory Notes section of this Notice.

Resolution 7 – Ordinary Resolution – Capital Protection

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

“Shareholders request the company disclose, in subsequent annual reporting, a plan that demonstrates how the company will wind up its oil and gas production assets and operations in a manner consistent with the climate goals of the Paris Agreement.

This plan should include:

- *Details of how the company’s capital expenditure will facilitate the efficient wind up of oil and gas operations and assets in a timeframe consistent with the Paris goals;*
- *Production guidance for the lifetime of oil and gas assets that is consistent with the Paris goals;*
- *Plans for decommissioning and rehabilitating asset sites at the end of their Paris-aligned lifetimes;*
- *Plans for how employees of the company will be informed of asset closures, and employee transition plans, including any compensation for job losses, training and support in seeking future employment; and*
- *Details of how remaining capital in the company will be returned to investors.”*

Resolution 7 was proposed by a group of Shareholders holding approximately 0.005% of the Company’s ordinary shares. The Board has considered the requisitioned resolution (including the supporting statement put forward, as set out in Appendix 2).

The Board unanimously recommends that Shareholders vote against this Resolution for the reasons set out in the Explanatory Notes section of this Notice.

By order of the Board



Amelia Jalleh
Company Secretary

12 October 2020

Important Information

The information set out below forms part of this Notice of Meeting.

Voting exclusion for Resolution 1

In accordance with section 250R(4) of the Corporations Act, a vote must not be cast, and the Company will disregard any votes cast (regardless of the capacity in which the vote is cast), on Resolution 1 by the Company's Key Management Personnel (KMP), as named in the Remuneration Report, or by any Closely Related Party of a member of the KMP.

However, the Company will not disregard a vote if the vote:

- is cast by that person as proxy for a person who is entitled to vote on this Resolution, in accordance with directions on the proxy form; or
- is cast by that person chairing the meeting as proxy for a person who is entitled to vote on this Resolution, and the proxy form expressly authorises the Chairman to exercise the undirected proxy as the Chairman decides.

If you appoint the Chairman as your proxy on this Resolution and the proxy is not directed, you expressly authorise the Chairman to cast your vote on this Resolution.

The Chairman intends to vote all available proxies including undirected proxies in favour of Resolution 1.

Voting exclusion for Resolution 5

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Mr David Maxwell; and
- any of his Associates.

However, the Company will not disregard a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for another person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way;
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chairman to vote on Resolution 5 as the Chairman 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 they are not excluded from voting, and they are not an Associate of a person excluded from voting, on Resolution 5; and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, and the Company will disregard any votes cast, on Resolution 5, if the person is either:

- a member of the KMP of the Company, as named in the Remuneration Report; or
- a Closely Related Party of a member of the KMP acting as a proxy; and

the appointment does not specify the way the proxy is to vote on Resolution 5.

If you appoint the Chairman as your proxy on Resolution 5 and the proxy is not directed, you expressly authorise the Chairman to cast your vote on the relevant Resolution.

The Chairman intends to vote all available proxies including undirected proxies in favour of Resolution 5.

Entitlement to vote

For the purpose of voting at the AGM, shares in the Company will be taken to be held by the persons who are registered as Shareholders in the Company at 6.30 pm (ACDT) on Tuesday, 10 November 2020.

Voting at the meeting

Voting at the AGM will be conducted via the online platform. Refer to the virtual meeting guide, which is attached at Annexure B.

Voting by proxy

A proxy form accompanies this Notice. A Shareholder who is entitled to vote at the AGM may appoint not more than two people as proxy to vote in the Shareholder's place. The proxy need not be a Shareholder. A Shareholder that appoints two proxies may specify the proportion or number of votes each proxy may exercise, failing which each proxy may exercise half the Shareholder's votes.

If the proxy chooses to vote, the proxy must vote in accordance with the directions on the proxy form. If a Shareholder does not indicate on the proxy form the manner in which the proxy is to vote, the proxy may vote as he or she thinks fit.

To vote by proxy, the proxy form (together with the original or certified copy of any power of attorney or other authority under which the form is signed, if any) must be received at the Share Registrar no later than 10.30 am (ACDT) on Tuesday, 10 November 2020 via any of the following methods.

Proxy Forms received after this time will not be valid for the purposes of the AGM.

Online:

www.investorvote.com.au

By mobile:

Scan the QR Code on your proxy form and follow the prompts

By post:

Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne Victoria 3001

By facsimile (within Australia): 1800 783 447

By facsimile (outside Australia): +61 3 9473 2555

For Intermediary Online subscribers only (custodians): Visit www.intermediaryonline.com to submit your voting intentions.

Important Information

Voting by corporate representative

A body corporate Shareholder may appoint an individual as a corporate representative to vote at the AGM. Corporate representatives must lodge a certificate of appointment with the Company and/or the Share Registrar before the AGM. Certificates of appointment of corporate representatives are available on request by contacting the Share Registrar on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia).

Questions from Shareholders

Shareholders attending the AGM virtually will be able to ask questions via the online platform. In addition, shareholders will be able to ask questions on the phone. If you would like to ask a question via phone, please register your details using the link below. Upon registration, you will be provided dial-in numbers and a unique passcode and PIN that will grant you access to the call on the day.

Call Registration:

<https://s1.c-conf.com/diamondpass/10009716-invite.html>

The Chairman will allow a reasonable opportunity for Shareholders at the AGM:

- to ask questions about the management and performance of the Company; and
- to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditors in relation to the conduct of the audit.

Shareholders may submit a written question to the auditors relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Report by no later than 10.30 am (ACDT) on Thursday, 5 November 2020 via any of the following:

By post:

Attention: Company Secretary
GPO Box 1819, Adelaide
South Australia 5001

By facsimile (within Australia):

08 8100 4997

By facsimile (outside Australia):

+61 8 8100 4997

By email:

customerservice@cooperenergy.com.au

Enquiries

Shareholders are invited to contact the Company Secretary, Ms Amelia Jalleh on +61 8 8100 4900 or customerservice@cooperenergy.com.au if they have any queries in respect of the matters set out in these documents.

Explanatory Notes

These Explanatory Notes form part of this Notice of Meeting.

1. Financial Statements and Reports

The Corporations Act requires the Company's Annual Report, the Directors' Report (incorporating the Remuneration Report), and the Auditor's Report to be received and considered at the AGM. The Corporations Act does not require Shareholders to vote on these reports.

An electronic copy of the Company's Annual Report is available on the Company's website: <http://www.cooperenergy.com.au/investor-information/reports>. The 2020 Annual Report has also been sent by post to those Shareholders who have previously elected to receive a hard copy.

2. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report is set out on pages 51 to 70 of the 2020 Annual Report.

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for adoption. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Shareholders should also note that if 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of the consecutive AGMs on a resolution (**spill resolution**) to determine whether another meeting of Shareholders (**spill meeting**) be held to consider the re-election of the Directors (other than the Managing Director). If a spill resolution is passed, all Directors (other than the Managing Director) will cease to hold office at the end of the spill meeting, unless re-elected at that meeting.

The Company received 98.51% of proxy votes in favour of its Remuneration Report for the 2019 financial year. The vote was carried unanimously on a show of hands.

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote undirected proxies in favour of Resolution 1.

3. Resolution 2 – Re-election of Mr Hector Gordon as a Director

Mr Gordon will retire by rotation at the AGM in accordance with Rule 5.1 of the Constitution and, being eligible, offers himself for re-election.

Mr Gordon is a geologist with over 40 years' experience in the upstream petroleum industry, primarily in Australia and southeast Asia. He joined Cooper Energy in 2012, initially

as an Executive Director – Exploration & Production and subsequently moved to his position as a Non-Executive Director in 2017.

Mr Gordon was previously Managing Director of Somerton Energy until it was acquired by Cooper in 2012. Previously he was an Executive Director with Beach Energy Limited where he was employed for more than 16 years. In this time Beach Energy experienced significant growth and Mr Gordon held a number of roles including Exploration Manager, Chief Operating Officer and, ultimately, Chief Executive Officer.

Biographical details for Mr Gordon, including relevant qualifications, skills and experience, other material directorships currently held and status as an independent non-executive Director, are set out on page 49 of the 2020 Annual Report.

The Board undertakes the independence assessment annually and sets out in the Company's Annual Report whether or not the Board considers a Director is independent. As Mr Gordon ceased to be an Executive Director of the Company on 23 June 2017, the Board considers Mr Gordon to be an independent Director. The Board considers that Mr Gordon contributes an independent and well-informed perspective which is assessed to be beneficial to its deliberations.

The Board supports the re-election of Mr Gordon as a Director and (with Mr Gordon abstaining) recommends that Shareholders vote in favour of this Resolution.

The Chairman intends to vote undirected proxies in favour of Resolution 2.

4. Resolution 3 – Election of Ms Victoria Binns as a Director

Ms Binns was appointed as a non-executive Director of the Company by the Board effective from 2 March 2020. In accordance with clause 8.2 of the Constitution, a Director appointed by the Board ceases to hold office at the conclusion of the next Annual General Meeting and is then eligible for election. Ms Binns seeks election as a non-executive Director of the Company.

Ms Binns has over 35 years' experience in the global resources and financial services sectors including more than 10 years in executive leadership roles at BHP following 15 years in the financial services industry at Merrill Lynch Australia and Macquarie Equities. Biographical details for Ms Binns, including relevant qualifications, skills and experience, other material directorships currently held and status as an independent non-executive Director, are set out on page 49 of the 2020 Annual Report.

The Company confirms that appropriate checks into Ms Binns' background and experience have been conducted and have not revealed any information of concern. No interest, position or relationship have been identified that might influence, or reasonably be perceived to influence, in a material respect her

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capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

The Board considers that Ms Binns will, if elected, qualify as an independent Director. The Board considers that Ms Binns contributes an independent and well-informed perspective which is assessed to be beneficial to its deliberations.

The Board supports the election of Ms Binns as a Director and (with Ms Binns abstaining) recommends that Shareholders vote in favour of this Resolution.

The Chairman intends to vote undirected proxies in favour of Resolution 3.

5. Resolution 4 – Election of Mr Timothy Bednall as a Director

Mr Bednall was appointed as a non-executive Director of the Company by the Board effective from 31 March 2020. In accordance with clause 8.2 of the Constitution, a Director appointed by the Board ceases to hold office at the conclusion of the next Annual General Meeting and is then eligible for election. Mr Bednall seeks election as a non-executive Director of the Company.

Mr Bednall is a highly experienced and respected corporate lawyer and law firm manager. Biographical details for Mr Bednall, including relevant qualifications, skills and experience, other material directorships currently held and status as an independent non-executive Director, are set out on page 48 of the 2020 Annual Report.

The Company confirms that appropriate checks into Mr Bednall's background and experience have been conducted and have not revealed any information of concern. No interest, position or relationship have been identified that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

The Board considers that Mr Bednall will, if elected, qualify as an independent Director. The Board considers that Mr Bednall contributes an independent and well-informed perspective which is assessed to be beneficial to its deliberations.

The Board supports the election of Mr Bednall as a Director and (with Mr Bednall abstaining) recommends that Shareholders vote in favour of this Resolution.

The Chairman intends to vote undirected proxies in favour of Resolution 4.

6. Resolution 5 – Issue of rights to Mr David Maxwell, Managing Director

6.1 Background

The Board considers that its senior executives should be remunerated in a manner that encourages them to become Shareholders as this is the best mechanism to align their interests with those of the Company's Shareholders. It is the Company's policy that the performance based (that is, at risk) pay of senior executives forms a significant portion of their total remuneration. Granting incentives under a long-term incentive plan seeks to encourage and reward long-term sustainable performance.

The Company is proposing to issue performance rights and share appreciation rights (**Incentives**) to the Company's Managing Director, Mr David Maxwell.

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

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

without the prior approval of the holders of its ordinary securities.

The issue falls within Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Under Resolution 5, Shareholder approval is sought for the issue of Incentives to Mr Maxwell for the purposes of Listing Rule 10.14.

If Resolution 5 is passed, the Incentives will be issued in accordance with an invitation made by the Board (**Invitation**) pursuant to the terms of the Company's equity incentive plan (**EIP**).

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Incentives under the EIP, and the Company will need to consider increasing Mr Maxwell's cash remuneration as these Incentives have been included in Mr Maxwell's remuneration structure to appropriately align Mr Maxwell's interests with that of the Company's Shareholders.

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6.2 Invitations under EIP

(a) Type of Incentives

Incentives will be granted in two equal tranches as follows:

Tranche	Percentage	Type of Incentive
1	50% of maximum award	Performance Rights
2	50% of maximum award	Share Appreciation Rights (SARs)

A Performance Right will entitle Mr Maxwell to one fully paid ordinary share in the Company (ranking equally with other ordinary shares on issue) (**share**) if that Performance Right vests. No consideration is payable on the issue or vesting of the Performance Right.

A SAR will entitle Mr Maxwell to an amount equal to the increase in value of a share over the relevant performance period, settled in shares (or cash at the discretion of the Board) if that SAR vests. No consideration is payable on the grant or vesting of the SAR.

(b) Number of Incentives

The number of Incentives to be granted to Mr Maxwell will be calculated by reference to his organisational level benchmarks (**OLB**) determined by the Board. Mr Maxwell's OLB is 100% of his fixed annual remuneration (**FAR**).

The number of Incentives to be offered to Mr Maxwell is calculated by:

- i. for the Tranche 1 Performance Rights – dividing 50% of his OLB by the Market Value of a share on 28 September 2020. The Market Value of a share on a day is determined as, in summary, the volume weighted average price of shares over the 20 Trading Days ending on that day; and
- ii for the Tranche 2 SARs – dividing 50% of his OLB by the fair value of the SARs on 28 September 2020. The fair value is determined using a Black Scholes valuation model, based on a range of input assumptions (including volatility, performance period, time to vest, share price at grant etc. but excluding the probability of vesting based on performance hurdles).

(c) Grant Date

The grant date is the date on which the Incentives are issued. If Shareholder approval is obtained, the Board intends that the Incentives will be issued in December and in any event no later than 3 years after the date of the AGM.

(d) Performance Period

The Incentives are subject to performance conditions that must be met for the Incentives to vest (**Vesting Criteria**). The period over which the Vesting Criteria will be measured is 3 years from the grant date (**Performance Period**).

(e) Vesting Criteria

The Company's relative total Shareholder return (RTSR) performance over the Performance Period will be assessed against peer companies. The peer group companies are as follows:

- (a) Woodside Petroleum Limited;
- (b) Oil Search Limited;
- (c) Santos Limited;
- (d) Beach Energy Limited;
- (e) Senex Energy Limited;
- (f) Karoon Gas Australia Limited;
- (g) FAR Limited;
- (h) Central Petroleum Limited;
- (i) Buru Energy Limited;
- (j) Carnarvon Petroleum Limited;
- (k) Strike Energy Limited; and
- (l) Horizon Oil Limited.

The peer group is based on a group of ASX listed companies in the oil and gas sector, with a range of market capitalisation.

The Vesting Criteria is challenging and the maximum award opportunities are only achieved by outstanding performance. No Incentives will vest if performance is below medium level and less than half (30%) of the Incentives will vest if at the 50th percentile. Incentives may vest in accordance with the Vesting Criteria set out below:

RTSR percentile ranking	Percentage of Incentives to vest
Lower than 50th percentile	No Incentives
50th percentile	30% of Incentives
Between 51st to 89th percentile	Pro rata percentage of Incentives
90th percentile or greater	100% of Incentives

(f) Testing

Incentives will be tested against the Vesting Criteria on the earliest date reasonably practicable after the end of the Performance Period.

6.3 Information for the purposes of Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided in relation to Resolution 5:

- (a) The proposed recipient is David Maxwell, Managing Director of the Company.
- (b) Mr Maxwell falls within Listing Rule 10.14.1 as he is a current Director of the Company.
- (c) The number of Incentives proposed to be issued to Mr Maxwell is to be calculated using the formulas set out above at paragraphs 6.2(b) and (e). The Performance Rights entitle Mr Maxwell to be issued fully paid ordinary shares if they vest and the SARs entitle Mr Maxwell to be issued

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- fully paid ordinary shares or to receive a cash payment if they vest, in each case as set out in paragraph 6.2(a) and 6.2(e) above.
- (d) The details of Mr Maxwell's current total remuneration package are as follows:
- FAR (base salary and superannuation): \$915,000 as at 30 September 2020;
 - Short term incentives target of 50% of fixed annual remuneration and maximum award opportunity of 100% of fixed annual remuneration (determined at the end of each financial year in respect of that financial year) – further detail is set out in the Remuneration Report at pages 51 to 70 of the Annual Report;
 - Long service leave (pro-rata): \$178,661.15 as at 30 September 2020;
 - Long term incentive maximum annual grant of 100% of fixed remuneration – further detail is set out in the Remuneration Report at pages 51 to 70 of the Annual Report; and
 - Other benefits (accommodation, mobile phone): estimated to be approximately \$69,000 pa.
- (e) 795,652 Performance Rights and 2,779,465 SARs have been issued to Mr Maxwell for nil consideration under the EIP since Shareholder approval was obtained at the 2019 AGM.
- (f) The material terms of the Incentives are as set out above at paragraph 6.2.
- (g) The offer of Incentives to Mr Maxwell forms part of the Company's policy that the performance based (that is, at risk) pay of senior executives is to form a significant portion of their total remuneration. Granting incentives under a long-term incentive plan seeks to encourage and reward long-term sustainable performance. The grant of Incentives is viewed as a cost effective and efficient reward and incentive as opposed to alternative forms of incentives, such as the payment of additional cash compensation, being of benefit to the recipient if the Company's Share price appreciates through good performance.
- (h) The 'Market Value' for the purposes of determining the number of Incentives to be granted to Mr Maxwell (as described in paragraph 6.2(a) above) is determined by an independent remuneration consultant. As this is calculated by reference to the Market Value of a share on 28 September 2020 and the fair value of the SARs on 28 September 2020, the value of the Incentives attributed by the Company is not available as at the date of this Notice.
- (i) If approved by Shareholders of the Company, the Incentives will be issued by the dates specified above at paragraph 6.2(c).
- (j) The Incentives will be issued for nil cash consideration, and accordingly, have a nil issue price.

- (k) A summary of the material terms of the EIP is set out at Annexure A of these Explanatory Notes.
- (l) Details of any Incentives issued under the EIP will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Incentives under the EIP after Resolution 5 is approved and who were not named in this Notice will not participate until approval is obtained under that rule.

The Board (with Mr Maxwell abstaining) recommends that Shareholders vote in favour of Resolution 5.

The Chairman intends to vote undirected proxies in favour of Resolution 5.

7. Resolutions requisitioned by a group of Shareholders

Resolution 6 – Special Resolution – Amendment to the Constitution & Resolution 7 – Ordinary Resolution – Capital Protection

7.1 Background

Resolutions 6 and 7 were proposed by 111 Shareholders holding 86,278 shares (representing approximately 0.005% of shares on issue) pursuant to sections 249N and 249P of the Corporations Act. Those Shareholders requested, pursuant to section 249P of the Corporations Act, that the Company give to all members the supporting statements set out in Appendix 1 and Appendix 2 to this Notice.

The Board has considered the requisitions and the supporting statements put forward. The Board unanimously recommends that Shareholders vote against Resolutions 6 and 7 for the following reasons:

7.2 The Board's Response – Resolution 6 – Special Resolution – Amendment to the Constitution

This resolution proposes inserting a new clause into the Constitution which would enable Shareholders, by ordinary resolution, to express an opinion or request information about the way in which a power of the Company partially or exclusively vested in the Directors has been or should be exercised.

The Board considers this resolution to be not in the best interests of Shareholders. The Directors are of the view that the proposed resolution may be used by special interest groups utilising token shareholdings to leverage the Company's governance process for promotion of matters unrelated or antithetical to the Company's purpose and the interests of the broader Shareholder base.

Your Directors affirm their belief that Shareholder engagement and voting rights are the foundation for good corporate

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governance. This foundation requires effective means by which Shareholders can express opinions, query or exercise their voting rights on Company matters. These means already exist, including through the following:

- Shareholders' rights under the Corporations Act to put resolutions to general meetings;
- Shareholders' rights to attend and participate in the Company's general meetings, including statutory rights to ask questions and make comments about the management of the Company in annual general meetings pursuant to section 250S of the Corporations Act. Commencing with the 2020 AGM, webcasts of annual general meetings will be available on the Company's website (together with copies of other investor briefings);
- Shareholders' voting rights, which determine the appointment and removal of Directors, and through which Shareholders are able to hold Directors to account for their decisions and actions; and
- the Company's regular engagement with stakeholder groups, including Shareholders. This engagement gives the Company important feedback on its activities, operations, reporting, strategy and performance – and occurs without the need for the proposed constitutional amendment.

For the reasons summarised above, the Board considers that the proposed amendment to the Constitution is not necessary and is not in the best interests of the Company.

The Board recommends that Shareholders vote AGAINST Resolution 6.

The Chairman intends to vote undirected proxies AGAINST Resolution 6.

7.3 The Board's Response – Resolution 7 – Ordinary Resolution – Capital Protection

The Board considers this resolution is not in the best interests of shareholders and is unnecessary for the achievement of the Paris Agreement within the United Nations Framework Convention on Climate Change.

The Board also notes the Company's performance in reducing its Scope 1 and 2 carbon emissions by 40% in the most recent financial year and the commitments it has made to the achievement of FY20 net zero emissions, as announced by the Company shortly before the date of this Notice. The FY20 performance and net zero emissions commitment evidence the Company's preparedness to play its part in contributing to emissions targets whilst supplying energy to meet the needs of Australian consumers.

Background

The Company's strategy for the generation of Shareholder value involves:

- the commercialisation, conventional production and supply of natural gas for use by domestic energy users in south-east Australia; and

- low cost oil production from the Cooper Basin (which accounts for less than 20% of sales revenue).

The Company is committed to pursuing this strategy safely, responsibly and with care for the people, communities and environments with whom its operations interact. Awareness, and mitigation, of climate impacts, particularly emissions is a core element of its efforts to operate with care for the environment.

The Company's business strategy has been predicated on its analyses, along with that of government and independent agencies of the future energy requirements of the south-east Australian energy market. This analysis indicates demand for increased gas supply from new sources to replace natural decline of existing local production and for natural gas' acknowledged role as a lower carbon intensity fuel source to support transition to greater use of renewable energy. Shareholders may have noted the emphasis placed on competitively priced gas for the energy needs of Australian businesses and industry during the 2020 financial year and the public discussion of the broad adverse impact of higher gas prices brought by tight supply.

Gas produced from south-east Australia is considered to be the lowest cost supply option for south-east Australian energy requirements. Increasing supply from this region, as your Company is pursuing under its strategy, is thus:

- directed to satisfying the known energy needs of south-east Australian homes, businesses and industry;
- providing gas supply to support transition to the growth of renewable energy share – a role identified and supported by government and the Australian Energy Market Operator;
- offering a more efficient lower emissions source of gas supply for south-east Australia than gas transported to the region from more distant locations; and
- expected to generate value for Shareholders through the application of the Company's capital expertise.

The Company reports on its environmental performance in its annual Sustainability Report, which has been released contemporaneously with its Annual Report. The 2020 Sustainability Report detailed that the Company has reduced its CO₂ emissions by 40% in FY20. Direct CO₂ emissions will vary with the activity mix in coming years. The Company has committed to 100% offset of its net Scope 1 and Scope 2 emissions in FY21 and partial offset of its Scope 3 emissions.

The Board recommends that Shareholders vote AGAINST Resolution 7.

The Chairman intends to vote undirected proxies AGAINST Resolution 7.

Glossary

In this document:

ACDT means Australian Central Daylight Saving Time.

AGM means annual general meeting.

Annual Report means the Company's annual report for the year ended 30 June 2020 containing the Financial Report, the Directors' Report and the Auditor's Report.

Associate has the meaning given to it by the Listing Rules.

ASX means ASX Limited (ACN 008 624 691).

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report in the Financial Report.

Board means the Company's board of directors.

Chairman means the chairman of the AGM and chairman of the Board.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Cooper Energy Limited (ABN 93 096 170 295).

Constitution means the Company's constitution, as amended from time-to-time.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

EIP means equity incentive plan.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of the Notice of Meeting.

FAR means fixed annual remuneration (including superannuation).

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Group means the Company and each of its subsidiaries.

Key Management Personnel or **KMP** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or Notice of Meeting means this notice of annual general meeting.

OLB means organisational level benchmark.

Proxy Form means the proxy form attached to the Notice of Meeting.

Resolution means a resolution referred to in the Notice of Meeting.

RTSR means relative total Shareholder return.

SAR means a share appreciation right.

share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a share.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Annexure A Material Terms of Equity Incentive Plan

Eligibility	The Board may make invitations under the EIP to executive directors, any permanent full time or part time employee of the Group and any other person who is declared by the Board to be eligible to receive a grant of an Incentive under the EIP, but excluding any non-executive director of the Group (Eligible Participants).
Terms of grant	A grant of Incentives under the EIP is subject to both the EIP Rules and the terms of the specific grant as determined by the Board. For example, the Board may determine that the vesting of the Incentives is subject to performance or service conditions (or both) and may determine that a trading restriction applies to any Shares allocated on vesting or exercise of performance rights, share appreciation rights or options granted under the EIP.
Incentives	The Board may grant Incentives in the form of options, performance rights, share appreciation rights or any other incentive award that is approved by the Board.
Administration of EIP	The EIP is administered by the Board or as determined by the Board from time to time.
Vesting criteria	An Incentive will vest if the vesting criteria as determined by the Board and set out in any invitation for grant of the Incentives are satisfied.
Lapse and forfeiture	An Incentive will lapse where its vesting criteria and/or other conditions are not met by the date determined by the Board and set out in the invitation for grant. Where an Eligible Participant ceases to be employed by the Group all Incentives held by that participant which have not already been settled by share or cash settlement after vesting will lapse. However, in the case of a “qualifying leaver” (as defined) all incentives held will be retained unless the Board determines otherwise. The Board may also determine that some or all Incentives that will be retained by the participant will vest earlier or immediately prior to the cessation of employment. The Board also has a general right to determine that some or all of a participants Incentives will not lapse or be forfeited upon the participant ceasing to be employed by the Group.
Vested Incentives	A share issued or transferred on the vesting or exercise of an Incentive will be a fully paid ordinary share in the Company ranking equally with, and having the same rights and entitlements as, other ordinary shares in the Company on issue at the date of allotment of the share (other than rights and entitlements accrued prior to the date of allotment of the share).
Allocation of Shares	The Board can decide whether to purchase Shares on-market for transfer or issue new Shares on vesting or exercise of Incentives. The Board may also determine to make a cash payment to a participant in lieu of issuing or transferring Shares to the participant. The amount of the cash payment will be equal to the market value of the share on the last day of the performance period specified in the invitation for the Incentives (determined by the volume weighted average price of the Shares over the 20 trading days ending on that date) less the amount of the exercise price (if any) payable in respect of the Share.
Restrictions on transfer	An Eligible Participant must not assign or transfer an Incentive or grant any security interest over an Incentive, other than a transfer to a legal personal representative in the event that an Eligible Participant has died or become subject to mental health legislation.
Adjustment of Incentives	If before vesting of an Incentive there is any change to the number of Shares on issue by reason of a rights issue, bonus issue, share consolidation or subdivision or other capital restructure, the Board may in its discretion make adjustments to the Incentives (including to the number of Incentives and vesting criteria) on any basis it sees fit to minimise any advantage or disadvantage accruing to the participant or to comply with the ASX Listing Rules.
Early vesting	Incentives may vest (in whole or in part) earlier than the vesting date in some circumstances, subject to exercise of the Board’s discretion including if there is a change of control event (such as a takeover bid or scheme). Unless the Board determines otherwise Incentives will vest to the extent the applicable vesting criteria are satisfied as at the date determined by the Board.
Restriction on disposal	The Board may impose a restriction on disposal or transfer of Shares allocated on exercise or vesting of an Incentive.
Clawback	If the Board determines that a participant has acted fraudulently, dishonestly or in breach of their obligations to the Group, any Incentive held by the Participant that has not vested will automatically lapse and the Participant will automatically forfeit their interest in those Incentives.
Dilution	The Board must not issue invitations, grant Incentives or issue Shares on vesting of Incentives where the Board has reasonable grounds to believe the number of Shares offered or that may be offered under the EIP and any other equity plan over the previous 3 years would exceed 5% of the total Shares on issue at that time (subject to certain exceptions, including offers that do not need disclosure to investors because of section 708 of the Corporations Act).
Variations	The Board may terminate, suspend or amend the terms of the EIP at any time. However, the Board may not without the consent of the participants amend any restriction or other condition relating to the EIP that materially reduces or adversely affects the rights of participants in respect of Incentives or Shares acquired by or granted to them under the EIP, except in certain circumstances (for example, if the amendment is required to comply with the ASX Listing Rules or the Corporations Act).

Annexure B 2020 AGM Online Meeting Guide

Getting Started

Financial Statements and Reports

If you wish to attend the AGM then you will need to participate online. You will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time and you will need to either:

- Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

Meeting ID: 376-666-802

To log in, you must have the following information:

Australian Residents

Username (SRN or HIN) and Password (postcode of your registered address)

Overseas Residents

Username (SRN or HIN) and Password (three-character country code) e.g.

New Zealand – NZL
United Kingdom – GBR
United States of America – USA
Canada – CAN

A full list is provided at the end of this guide.

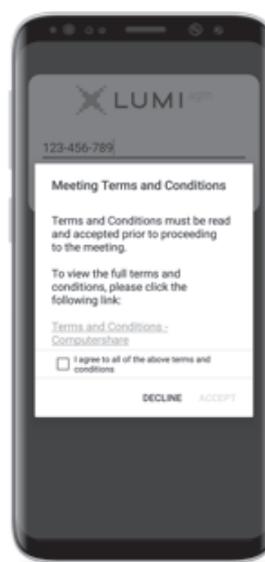
Appointed Proxy

To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online registration will open 1 hour before the start of the meeting

1 To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.

2 To proceed into the meeting, you will need to read and accept the Terms and Conditions.



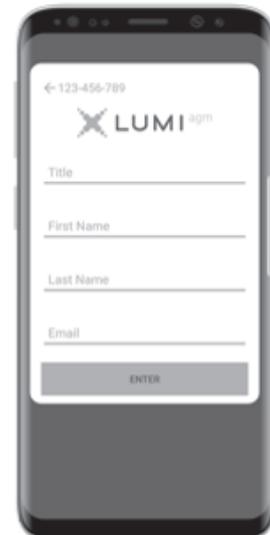
or



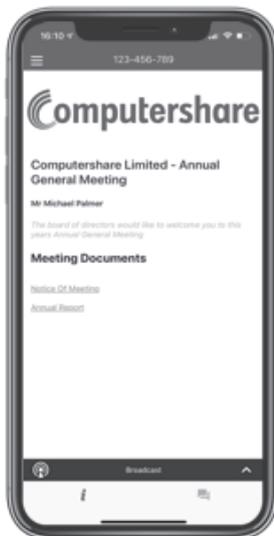
3 To register as a securityholder, select 'I have a login' and enter your username (SRN or HIN) and password (postcode or country code).



3a If you are a visitor, select 'I am a guest' and enter your name and email details. Please note, visitors will not be able to ask questions or vote at the meeting.



4 Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



5 View the webcast
To view proceedings you must tap the broadcast arrow  on your screen. Video and/or slides of the meeting will appear after approximately 30 seconds*. Toggle between the up or down arrow  to view another screen. (*Dependant on the speed of your internet)



The broadcast bar allows you to view and listen to the proceedings



Home page icon, displays meeting information



Questions icon, used to ask questions



Voting icon, used to vote. Only visible when the chairman opens poll

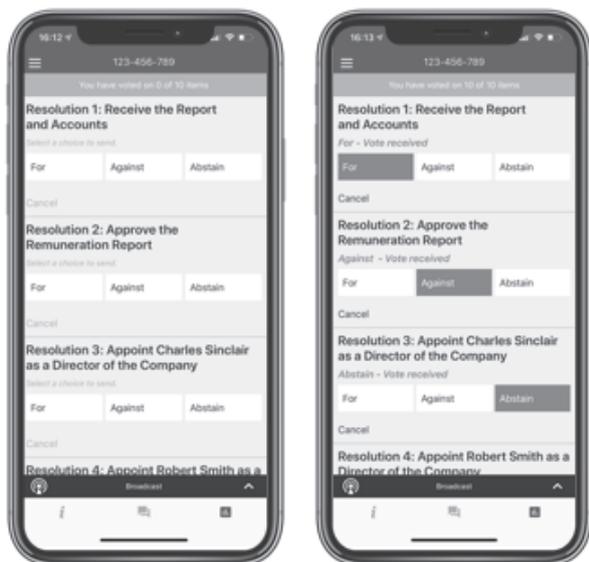
6 To vote

When the Chairman declares the poll open:

- A voting icon  will appear on your device and the Meeting Resolutions will be displayed.
- To vote tap one of the voting options. Your response will be highlighted.
- To change your vote, simply press a different option to override.

The number of items you have voted or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the chairman closes the poll.



7 To Ask Questions

Tap on the Questions  icon to submit a question, type your question in the chat box at the bottom of the screen and then select the send icon .

Confirmation that your message has been received will appear.

If you would like to ask a question via phone, please register your details using the link below. Upon registration, you will be provided dial-in numbers and a unique passcode and PIN that will grant you access to the call.

Call Registration: <https://s1.c-conf.com/diamondpass/10009716-invite.html>

On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.

For Assistance

If you require assistance prior to or during the Meeting, please call +61 3 9415 4024



Country Codes

select your country code from the list below and enter it into the password field.

ABW Aruba	COL Colombia	IOT British Indian Ocean Territory	MWI Malawi	STP Sao Tome and Principe
AFG Afghanistan	COM Comoros	IRL Ireland	MYS Malaysi	SUR Suriname
AGO Angola	CPV Cape Verde	IRN Iran Islamic Republic of	MYT Mayotte	SVK Slovakia
AIA Anguilla	CRI Costa Rica	IRQ Iraq	NAM Namibia	SVN Slovenia
ALA Aland Islands	CUB Cuba	ISL Iceland	NCL New Caledonia	SWE Sweden
ALB Albania	CXR Christmas Island	ISM British Isles	NER Niger	SWZ Swaziland
AND Andorra	CYM Cayman Islands	ISR Israel	NFK Norfolk Island	SYC Seychelles
ANT Netherlands Antilles	CYP Cyprus	ITA Italy	NGA Nigeria	SYR Syrian Arab Republic
ARE United Arab Emirates	CZE Czech Republic	JAM Jamaica	NIC Nicaragua	TCA Turks and Caicos Islands
ARG Argentina	DEU Germany	JEY Jersey	NIU Niue	TCO Chad
ARM Armenia	DJI Djibouti	JOR Jordan	NLD Netherlands	TGO Togo
ASM American Samoa	DMA Dominica	JPN Japan	NOR Norway	THA Thailand
ATA Antarctica	DNK Denmark	KAZ Kazakhstan	NPL Nepal	TJK Tajikistan
ATF French Southern Territories	DOM Dominican Republic	KEN Kenya	NRU Nauru	TKL Tokelau
ATG Antigua and Barbuda	DZA Algeria	KGZ Kyrgyzstan	NZL New Zealand	TKM Turkmenistan
AUS Australia	ECU Ecuador	KHM Cambodia	OMN Oman	TLS East Timor
AUT Austria	EGY Egypt	KIR Kiribati	PAK Pakistan	TMR Democratic Rep of East Timor
AZE Azerbaijan	ERI Eritrea	KOR Korea Republic of	PAN Panama	TON Tonga
BDI Burundi	ESH Western Sahara	KWT Kuwait	PCN Pitcairn Islands	TTO Trinidad and Tobago
BEL Belgium	ESP Spain	LAO Lao Pdr	PER Peru	TUN Tunisia
BEN Benin	EST Estonia	LBN Lebanon	PHL Philippines	TUR Turkey
BFA Burkina Faso	ETH Ethiopia	LBR Liberia	PLW Palau	TUV Tuvalu
BGD Bangladesh	FIN Finland	LBY Libyan Arab Jamahiriya	PNG Papua New Guinea	TWN Taiwan
BGR Bulgaria	FJI Fiji	LCA St Lucia	POL Poland	TZA Tanzania United Republic of
BHR Bahrain	FLK Falkland Islands (Malvinas)	LIE Liechtenstein	PRI Puerto Rico	UGA Uganda
BHS Bahamas	FRA France	LKA Sri Lanka	PRK Korea Dem Peoples Republic of	UKR Ukraine
BIH Bosnia and Herzegovina	FRO Faroe Islands	LSO Lesotho	PRY Paraguay	UMI United States Minor Outlying
BLM St Barthelemy	FSM Micronesia	LTU Lithuania	PSE Palestinian Territory Occupied	URY Uruguay
BLR Belarus	GAB Gabon	LUX Luxembourg	PYF French Polynesia	USA United States of America
BLZ Belize	GBR United Kingdom	LVA Latvia	QAT Qatar	UZB Uzbekistan
BMU Bermuda	GEO Georgia	MAC Macao	REU Reunion	VAT Holy See (Vatican City State)
BOL Bolivia	GGY Guernsey	MAR Morocco	ROU Romania	VCT St Vincent and The Grenadines
BRA Brazil	GHA Ghana	MCO Monaco	RUS Russian Federation	VEN Venezuela
BRB Barbados	GIB Gibraltar	MDA Moldova Republic of	RWA Rwanda	VGB British Virgin Islands
BRN Brunei Darussalam	GLP Guadeloupe	MDG Madagascar	SAU Saudi Arabia Kingdom of	VIR Us Virgin Islands
BTN Bhutan	GMB Gambia	MDV Maldives	SCG Serbia and Montenegro	VNM Vietnam
BUR Burma	GNB Guinea-Bissau	MEX Mexico	SDN Sudan	VUT Vanuatu
BVT Bouvet Island	GNQ Equatorial Guinea	MHL Marshall Islands	SEN Senegal	WLF Wallis and Futuna
BWA Botswana	GRC Greece	MKD Macedonia Former Yugoslav Rep	SGP Singapore	WSM Samoa
BLR Belarus	GRD Grenada	MLI Mali	SGS Sth Georgia and South Sandwich Island	YEM Yemen
CAF Central African Republic	GRL Greenland	MLT Malta	SHN St Helena	YMD Yemen Democratic
CAN Canada	GTM Guatemala	MMR Myanmar	SJM Svalbard and Jan Mayen	YUG Yugoslavia Socialist Fed Rep
CCK Cocos (Keeling) Islands	GUF French Guiana	MNE Montenegro	SLB Solomon Islands	ZAF South Africa
CHE Switzerland	GUM Guam	MNG Mongolia	SLV El Salvador	ZAR Zaire
CHL Chile	GUY Guyana	MNP Northern Mariana Islands	SLE Sierra Leone	ZMB Zambia
CHN China	HKG Hong Kong	MOZ Mozambique	SMR San Marino	ZWE Zimbabwe
CIV Cote D'ivoire	HND Honduras	MRT Mauritania	SOM Somalia	
CMR Cameroon	HRV Croatia	MSR Montserrat	SPM St Pierre and Miquelon	
COD Congo Democratic Republic of	HTI Haiti	MTQ Martinique	SRB Serbia	
COG Congo Peoples Republic of	HUN Hungary	MUS Mauritius		
COK Cook Islands	IDN Indonesia			
	IMN Isle of Man			
	IND India			

Appendix 1

The Shareholders who requisitioned Resolution 6 have requested, pursuant to section 249P of the Corporations Act, that the following statement accompany the resolution.

The Company is legally required to circulate the statement to Shareholders. However, the Board and the Company do not endorse and are not responsible for the contents of the statement or for any inaccurate or misleading statements contained in it.

Statement pursuant to section 249P of the Corporations Act in relation to Resolution 6

“Shareholder resolutions are a healthy part of corporate democracy in many jurisdictions other than Australia. For example, in the UK shareholders can consider resolutions seeking to explicitly direct the conduct of the board. In the US, New Zealand and Canada shareholders can consider resolutions seeking to advise their board as to how it should act. As a matter of practice, typically, unless the board permits it, Australian shareholders cannot follow the example of their UK, US, New Zealand or Canadian cousins in this respect.

A board of Directors is a steward for shareholders and accountability for the discharge of that stewardship is essential to long-term corporate prosperity.

In rare situations the appropriate course of action for shareholders dissatisfied with the conduct of board members is to seek to remove them. But in many situations such a personality-focused approach is unproductive and unwarranted. In those situations a better course of action is to formally and publicly allow shareholders the opportunity at shareholder meetings such as the AGM to alert board members that the shareholders seek more information or favour a particular approach to corporate policy.

The Constitution of Cooper Energy is not conducive to the right of shareholders to place resolutions on the agenda of a shareholder meeting.

In our view, this is contrary to the long-term interests of Cooper Energy, the Cooper Energy board and all Cooper Energy shareholders.

Passage of this resolution - to amend the Cooper Energy constitution - will simply put Cooper Energy in a similar position in regard to shareholder resolutions as any listed company in the UK, US, Canada or New Zealand.

We encourage shareholders to vote in favour of this resolution.”

Appendix 2

The Shareholders who requisitioned Resolution 7 have requested, pursuant to section 249P of the Corporations Act, that the following statement accompany the resolution.

The Company is legally required to circulate the statement to Shareholders. However, the Board and the Company do not endorse and are not responsible for the contents of the statement or for any inaccurate or misleading statements contained in it.

Statement pursuant to section 249P of the Corporations Act in relation to Resolution 7

"This resolution is in the best interests of shareholders and the company, given the risk that further capital expenditure on oil and gas development and production projects would be stranded by market and policy shifts to meet the climate goals of the Paris Agreement, resulting in severe financial impacts on our company.

We request disclosure of a plan to limit capital expenditure to only support production that is demonstrably viable in a Paris-aligned scenario, and meet the company's obligations for asset site rehabilitation, employee wage and entitlement payments, and an employee transition plan.

The Paris Agreement on climate change aims to hold global warming to well below 2°C above pre-industrial levels and pursue a 1.5°C limit,¹ and has been ratified by 185 countries. Governments and markets are accelerating climate action to achieve these goals.

Managed decline for oil and gas

"The time to begin planning for a wind-down of gas production is, as with other fossil fuels, already upon us" – SEI, IISD, ODI, Climate Analytics, CICERO, and UNEP² IPCC analysis shows the remaining global carbon budget for a 66% chance of limiting warming to 1.5°C was 420 Gt CO₂ from 2018.³

Given the CO₂ emissions embedded in existing and under-construction fossil fuel projects is more than double the IPCC's 1.5°C budget,⁴ there is no room for new or expansionary supply projects.

"We already have far more carbon facilities in operation today than we need to blow the Paris budget." – Emeritus Professor Will Steffen, ANU⁵ IPCC modelling of a 1.5°C scenario shows gas use for primary energy falling globally by 25% by 2030 and 74% by 2050 (from a 2010 baseline), and oil's role in primary energy falling 37% and 87% over the same timeframes.⁶

Markets shrinking

The decline in oil and gas use required to meet the Paris goals leaves Cooper exposed to rapidly shrinking markets. Cooper's FY19 revenue was split around 30:70 between oil and gas.⁷ In FY19, 60% of Cooper's gas was contracted to south-east Australia's gas utilities, 8% contracted to industrial users, and the remaining 32% uncontracted.⁸ The company is exposed to the global oil market,⁹ but has focused on growing its gas production business, specifically for the Australian east coast gas market.

As shown in the Australian Energy Market Operator (AEMO) Gas Statement of Opportunities, all of AEMO's scenarios for the east coast energy grid model gas consumption for electricity generation remaining below 2019 levels from now on. In fact, gas use for eastern Australia electricity generation is expected to fall significantly in most scenarios, with a drop of 83% from 2019 to 2029 in the Paris-aligned Step Change scenario.¹⁰

¹ https://unfccc.int/sites/default/files/english_paris_agreement.pdf, Article 2(1)(a)

² <http://productiongap.org/wp-content/uploads/2019/11/Production-Gap-Report-2019.pdf>, 17

³ <https://www.ipcc.ch/sr15/chapter/spm/>

⁴ <http://priceofoil.org/2018/10/17/the-skys-limit-ipcc-report-15-degrees-of-warming/>

⁵ <https://youtu.be/wDYHW-AyeNQ?t=362>

⁶ <https://www.ipcc.ch/sr15/chapter/spm/> (Figure SPM.3b)

⁷ <https://www.cooperenergy.com.au/Upload/2019-Annual-Report.pdf>, 6

⁸ Ibid

⁹ Ibid, 45

¹⁰ https://aemo.com.au/-/media/files/gas/national_planning_and_forecasting/gsoo/2020/2020-gas-statement-of-opportunities.pdf, 28

Appendix 2

ClimateWorks' Decarbonisation Futures work shows gas use in Australian residential and commercial buildings falling to effectively zero by 2035, and industrial gas use also dropping significantly in a 1.5°C scenario.¹¹

Increasing stranded asset risk

Cooper's growth plans threaten to waste investor capital on projects that are incompatible with a Paris-aligned energy transition. Cooper has pursued rapid growth through acquisitions and development in recent years. It plans to continue on this path with a '5 year development program that can lift gas production more than 10 times FY19 levels, excluding exploration.'¹²

This is in addition to considerable acquisition and development capital expenditure that saw Cooper almost triple production from FY16-19. In FY17, Cooper raised over AU\$200 million of equity to finance acquisitions and development capex commitments over the following 12 months¹³. The company continued to invest in development and exploration assets throughout FY18 and FY19, for which an additional AU\$220 million in debt and AU\$127 million in equity have been raised. The company's average annual capex from FY17-19 (AU\$150 million) was five times that of the period FY10-16 (AU\$30 million).

Optimistic forecasting

Cooper's growth strategy appears to be based on long-term oil price forecasts that are inconsistent with those that can be expected under a Paris-aligned energy transition, and are unreasonably optimistic in light of current market conditions.

In the last major oil price crash - from US\$100/bl in June 2014 to below US\$50/bl in January 2015 - Cooper's revising down of oil price forecasts saw the company write off 10% of gross fixed asset value in FY15,¹⁴ and a further 15% in FY16¹⁵.

Cooper's FY19 Annual Report assumed prices of US\$65/bl in FY20 and US\$68/bl (real) in FY21 and beyond.¹⁶ Brent prices are currently around US\$40/bl, and Brent Crude Futures are currently trading at below US\$60/bl out to 2029.¹⁷ BP has set its long term oil price forecast at US\$55/bl,¹⁸ and committed to cut production by 40% by 2030.¹⁹ Carbon Tracker states that, in a scenario closer to alignment with the Paris climate goals, 'oil demand can be satisfied by projects that generate a 15% internal rate of return at an oil price in the [high] \$40s.'²⁰

Capital preservation

With the transition to a decarbonised economy shrinking our company's markets, capital in our company must be preserved, rather than wasted pursuing plans based on demand scenarios and price forecasts that are inconsistent with global climate goals.

Shareholders are interested in this preservation of capital, maximising future company value, and ensuring sites of operations are restored and employees supported in the energy transition. All shareholders are strongly encouraged to support this resolution."

¹¹ <https://www.climateworksaustralia.org/resource/decarbonisation-futures-solutions-actions-and-benchmarks-for-a-net-zero-emissions-australia/>, 92, 107

¹² <https://www.asx.com.au/asxpdf/20190812/pdf/447d7x2x48g6fd.pdf>, 33

¹³ <https://www.cooperenergy.com.au/Upload/Documents/ReportsItem/2017.10.16-2017-Annual-Report.pdf>, 70

¹⁴ <https://www.cooperenergy.com.au/Upload/Documents/ReportsItem/Cooper-Energy-2015-Annual-Report.pdf>, 84

¹⁵ <https://www.cooperenergy.com.au/Upload/Documents/ReportsItem/2016.10.11-2016-Annual-Report.pdf>, 86-7

¹⁶ bid, 89

¹⁷ <https://www.theice.com/products/219/Brent-Crude-Futures>

¹⁸ <https://www.bp.com/en/global/corporate/news-and-insights/press-releases/bp-revises-long-term-price-assumptions.html>

¹⁹ <https://www.bp.com/en/global/corporate/news-and-insights/press-releases/from-international-oil-company-to-integrated-energy-company-bp-sets-out-strategy-for-decade-of-delivery-towards-net-zero-ambition.html>

²⁰ <https://carbontracker.org/reports/the-impair-state/>

Need assistance?

 **Phone:**
1300 655 248 (within Australia)
+61 3 9415 4887 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10:30am (ACDT) Tuesday 10 November 2020.

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: 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.

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.

ATTENDING THE MEETING

Due to the global COVID-19 pandemic, the Company has taken steps to ensure all Shareholders can participate in the AGM virtually online while maintaining their health and safety, and abiding by Federal and State Government requirements and guidelines regarding COVID-19. Shareholders therefore will not be able to attend the AGM in person. Shareholders who wish to vote may do so by:

- participating in the virtual meeting and casting a vote online;
- appointing the Chairman as their proxy (and where desired, directing the Chairman how to vote on a Resolution) by completing and returning this proxy form; or
- lodging their votes online at www.investorvote.com.au

Details on how to participate in the virtual meeting are outlined in the notice of meeting.

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number:
SRN/HIN:

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

By Mail:

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

By Fax:

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



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

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 Cooper 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 Cooper Energy Limited to be held virtually via <https://web.lumiagm.com> with meeting ID 376-666-802 on Thursday, 12 November 2020 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 5** (except where I/we have indicated a different voting intention in step 2) even though **Items 1 and 5** 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 5** 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 show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Hector Gordon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Ms Victoria Binns as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Timothy Bednall as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of rights to Mr David Maxwell, Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board recommends shareholders vote AGAINST the following resolutions:			
6 Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Capital Protection	<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, with the exception of resolutions 6 & 7. 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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director 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

