

## Notice of Annual General Meeting 2021

Karoon Energy Ltd will be holding its 2021 Annual General Meeting at 10:00am (AEDT) on Friday, 26 November 2021. Given the uncertain circumstances concerning COVID-19, to protect the health and safety of shareholders and staff, the meeting will be held as a fully virtual meeting.

Attached are copies of the following documents in relation to the meeting:

- Sample letter advising of arrangements in relation to the 2021 Annual General Meeting;
- Notice of Annual General Meeting 2021;
- Sample proxy form; and
- Virtual online meeting guide.

This announcement was authorised by the Company Secretary.

### For further information on this release, please contact:

<b>Investors:</b>	<b>Media:</b>
Ann Diamant SVP Communications and Investor Relations Mob: +61 407 483 128 Email: ADiamant@karoonenergy.com.au	<b>Australia</b> <i>P&amp;L Corporate Communications</i>  Ian Pemberton Mob: + 61 402 256 576 Email: ian.pemberton@plcorporate.com.au
<b>Shareholding enquiries:</b>	
Computershare Tel: 1300 850 505	

### About Karoon Energy Ltd

Karoon Energy Ltd. is an international oil and gas exploration and production company with assets in Brazil and Australia and is an ASX listed company.

Karoon aims to be an agile and sustainable global energy company delivering profits through a high-quality portfolio of production, development and exploration assets. The Company seeks to provide energy to an ever-changing world, creating value for our shareholders and the broader community.

KAR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
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## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

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

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by  
**10:00am (AEDT) on Wednesday,  
24 November 2021.**

Dear Shareholder

### Karoon Energy Ltd - 2021 Annual General Meeting

I am pleased to invite you to attend the 2021 Annual General Meeting of Karoon Energy Ltd (**Karoon**) which will be held at **10:00am (AEDT) on Friday, 26 November 2021** at <https://web.lumiagm.com/300709682> (**Meeting**).

#### 1. Meeting structure

Given the uncertain circumstances concerning COVID-19, to protect the health and safety of our shareholders and staff, the Meeting will be held as a fully virtual Meeting, which means there will not be a physical venue for you to attend.

Unless individual Shareholders have previously opted to receive hard-copy communications, the Notice of Meeting will not be mailed to Shareholders. Instead, it is available for you to view and download on the Karoon website at:

**[www.karoonenergy.com.au/investors/#annual-meetings](http://www.karoonenergy.com.au/investors/#annual-meetings).**

#### 2. Meeting participation

Your participation in the Meeting is important to us. The Meeting will be webcast live via the Lumi online platform. You will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. You may attend the Meeting online using your computer or mobile device.

To attend the Meeting enter the following link in your browser: **<https://web.lumiagm.com/300709682>.**

Further information on how to participate in the Meeting is provided in the Notice of Meeting, and in the Virtual AGM Online Guide, which you can access online via [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

#### 3. Voting

If you will not be able to attend the Meeting online at the scheduled time, you can participate by appointing a proxy to attend and vote live at the Meeting. If you intend to appoint a proxy, please lodge a directed proxy vote online at **[www.investorvote.com.au](http://www.investorvote.com.au) by no later than 10am (AEDT) on Wednesday, 24 November 2021**. Alternatively, you can lodge your signed and directed proxy by mail or fax in accordance with the instructions contained in the Notice of Meeting. If you are planning to attend the Meeting online, you are still encouraged to cast your vote by proxy and lodge questions prior to the meeting at **[www.investorvote.com.au](http://www.investorvote.com.au)**. To use this facility, you will need your six-digit Control Number and Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which are located on your proxy form. Shareholders and proxy holders will also have the opportunity to ask questions in real time during the Meeting via the Lumi platform.

The Chairman's and the Managing Director's speeches will be uploaded to the Karoon website at **[www.karoonenergy.com.au/investors/#annual-meetings](http://www.karoonenergy.com.au/investors/#annual-meetings)** and the ASX platform at **<https://www.asx.com.au>** prior to the Meeting. For a detailed overview of Karoon's performance and operations for the year ended 30 June 2021, I encourage you to read the 2021 Annual Report prior to the Meeting. The 2021 Annual Report can be found on the Karoon website at **<https://www.karoonenergy.com.au/investors/#annual-reports>**.

Yours sincerely



**Bruce Phillips**  
Chairman



KAROON ENERGY LTD  
(ACN 107 001 338)

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**NOTICE OF ANNUAL GENERAL MEETING  
and  
EXPLANATORY MEMORANDUM**

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Date of Meeting: 26 November 2021

Time of Meeting: 10:00 am AEDT

Place of Meeting: The Annual General Meeting will be held virtually via  
<https://web.lumiagm.com/300709682>

***This Notice of Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.***

***IMPORTANT INFORMATION REGARDING COVID-19: Due to the COVID-19 pandemic, the Annual General Meeting will be held as a virtual meeting.***

## HOLDING A VIRTUAL ANNUAL GENERAL MEETING

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The health and wellbeing of our Shareholders, personnel, our service partners and the general public are of paramount importance. Given the continually evolving coronavirus (COVID-19) situation and public health concerns, Karoon Energy Ltd ACN 107 001 338 (**Company** or **Karoon**) will be holding its 2021 Annual General Meeting (**Meeting**) as a virtual meeting. There will not be a physical venue for Shareholders to attend.

To give Shareholders a reasonable opportunity to participate, Shareholders may attend the Meeting virtually using the Lumi online platform

The Lumi platform enables Shareholders to:

- see the Meeting presentation materials and listen to the Meeting live;
- vote online during the Meeting; and
- ask questions and make comments online during the Meeting.

Voting on all resolutions will be conducted by a poll.

Shareholders may also cast their votes at the Meeting by appointing a proxy (preferably the Chairman of the Meeting) online at [www.investorvote.com.au](http://www.investorvote.com.au) by no later than **10am (AEDT) on Wednesday, 24 November 2021**.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned Meeting to Shareholders.

## FUTURE ALTERNATIVE ARRANGEMENTS

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If it becomes necessary to make further alternative arrangements for holding the Meeting, we will give Shareholders as much notice as practicable. Further information will be made available on the Karoon website: [www.karoonenergy.com.au/investors/#annual-meetings](http://www.karoonenergy.com.au/investors/#annual-meetings) and the ASX platform.

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that an Annual General Meeting of Shareholders of Karoon Energy Ltd ACN 107 001 338 (the **Company**) will be held at 10:00am (AEDT) on Friday, 26 November 2021 at <https://web.lumiagm.com/300709682>.

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes in further detail the various matters to be considered at the Meeting. Shareholders should read the Explanatory Memorandum accompanying this Notice of Meeting before deciding how to vote.

## AGENDA

### 1. RESOLUTION 1 – ELECTION OF DR JULIAN FOWLES AS A DIRECTOR

*The Company conducted a comprehensive selection process and appointed Dr Julian Fowles as the Managing Director on 27 November 2020. In accordance with the Company's constitution, Dr Fowles must stand for election at the first Annual General Meeting following his appointment. The Board (excluding Dr Fowles) unanimously supports the election of Dr Fowles as a Director.*

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

*"That Dr Julian Fowles, who was appointed by the Board as the Managing Director of the Company on 27 November 2020 pursuant to paragraph 11.11 of the Constitution (allowing the appointment of Directors on an interim basis until the next Annual General Meeting) and who retires in accordance with paragraph 11.12 of the Constitution, is eligible for election as a Director of the Company at this Meeting and who, being eligible, offers himself for election as a Director of the Company, be elected as a Director of the Company with immediate effect."*

**2. RESOLUTION 2 – RE-ELECTION OF MS LUCIANA RACHID AS A DIRECTOR**

*Please note that, Ms Luciana Rachid has served the Company as a Non-Executive Director since 26 August 2016. The Board (excluding Ms Rachid) unanimously supports the re-election of Ms Luciana Rachid as a Director.*

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

*“That Ms Luciana Rachid, who retires for the purposes of Listing Rule 14.4 and paragraph 11.6 of the Constitution, and who, being eligible, offers herself for re-election, be re-elected as a Director of the Company with immediate effect.”*

**3. RESOLUTION 3 – RE-ELECTION OF MR BRUCE PHILLIPS AS A DIRECTOR**

*Please note that, Mr Bruce Phillips has served the Company as the Chairman and a Non-Executive Director since 1 January 2019. The Board (excluding Mr Phillips) unanimously supports the re-election of Mr Phillips as a Director.*

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

*“That Mr Bruce Phillips, who retires for the purposes of Listing Rule 14.5 and paragraph 11.3 of the Constitution, and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”*

**4. RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2021, as contained within the Directors’ Report, be adopted.”*

This resolution is subject to voting exclusions as set out at section 5 in the Explanatory Memorandum to this Notice of Meeting.

**5. RESOLUTION 5 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DR JULIAN FOWLES**

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

*“That the Company approve for all purposes, including Listing Rule 10.14, the issue to Dr Julian Fowles or his nominee of:*

- 502,989 Long-term Incentive (LTI) Performance Rights, which are at risk remuneration and will only vest should the LTI performance hurdles over the three-year performance period from 1 July 2020 to 30 June 2023 be satisfied, and*
- 577,052 Long-term Incentive (LTI) Performance Rights, which are “at risk” remuneration and will only vest should the LTI performance hurdles over the three-year performance period from 1 July 2021 to 30 June 2024 be satisfied,*

*under and in accordance with the Performance Rights Plan 2019 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

This resolution is subject to voting exclusions as set out at section 6 in the Explanatory Memorandum to this Notice of Meeting.

**6. FINANCIAL REPORTS**

To receive and consider the Financial Report of the Company, together with the Directors' Report and the Independent Auditor's Report, for the financial year ended 30 June 2021, in accordance with the Corporations Act.

Further information is set out in the Explanatory Memorandum accompanying this Notice of Meeting.

DATED: 25 October 2021

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'Nick Kennedy', written over a light blue horizontal line.

Nick Kennedy

Company Secretary

## Voting Information

### *Voting entitlements*

The Board of the Company has determined that persons holding fully paid ordinary shares in the Company as at 7.00 pm AEDT on Wednesday 24 November 2021 will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the meeting.

### *Appointing a proxy*

In accordance with section 249L(1)(d) of the Corporations Act, Shareholders are advised that:

- Each Shareholder who is entitled to attend and vote at the Meeting has a right to appoint a proxy;
- The proxy need not be a Shareholder of the Company;
- A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body corporate may exercise as the Shareholder's proxy;
- A Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one half of the votes (disregarding fractions); and
- Due to COVID-19, we strongly recommend you appoint the Chairman of the Meeting as your proxy.

In the interests of public health and safety as a result of COVID-19, the Meeting will be held entirely virtually and there will be no physical venue for Shareholders to attend. Shareholders may participate in the Meeting online via the Lumi platform. Even though the Meeting is being held entirely online, you may still participate by lodging a proxy vote prior to the Meeting. Instructions on how to appoint a proxy are on the online voting website, [www.investorvote.com.au](http://www.investorvote.com.au).

Shareholders should register the appointment of proxies online at [www.investorvote.com.au](http://www.investorvote.com.au). To use this facility, you will need your six-digit Control Number and your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). This information is located on the front of your Shareholder letter, which is your Personal Identification Number (PIN) to verify the transmission. You will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you can lodge your completed and signed proxy form (**Proxy Form**).

A Shareholder who appoints a proxy may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at their discretion.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purpose of receipt of proxy appointments:

Share Registrar:	Computershare Investor Services Pty Limited
Physical Address:	Yarra Falls, 452 Johnston Street, Abbotsford, Vic 3067, Australia
Postal Address:	GPO Box 242, Melbourne, Vic 3001, Australia
Facsimile Number:	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

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

Your proxy must be lodged online or the completed Proxy Form must be received by the Company at the address specified above by no later than 10am (AEDT) on Wednesday, 24 November 2021.

## Notes:

1. If a Proxy Form is signed or authenticated by an appointer's attorney, the power of attorney or a certified copy thereof (if any) under which it is signed must accompany the Proxy Form and be received by the Share Registrar – Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Vic 3067, not later than 10am (AEDT) on Wednesday 24 November 2021.
2. Proxy Forms executed by a corporation must be in accordance with the requirements of the Corporations Act or under the hand of its attorney. In the case of a sole director/secretary company, please indicate "sole director" in the space provided.
3. Should you desire to direct your proxy on how to vote, place a cross in the appropriate box for each item, otherwise your proxy may vote as your proxy thinks fit or abstain from voting.
4. If two or more proxies are appointed, you may delete "all" and insert the relevant number or proportion of shares in respect of which each such appointment is made. A separate Proxy Form must be completed for each proxy.
5. If you need any further information about this form or attendance at the Meeting please contact the Share Registrar - Computershare Investors Services Pty Limited on (within Australia) 1300 850 505 or (outside Australia) +61 3 9415 4000.

### *Voting restrictions that may affect your proxy*

Due to the voting exclusions that apply to certain items of business, if you appoint a member of the Key Management Personnel (**KMP**) of the Company (other than the Chairman) or any of the KMP's Closely Related Parties as your proxy, they will not be able to vote your proxy on resolution 4 (Adoption of Remuneration Report) or resolution 5 (Approval to Issue Performance Rights to Dr Julian Fowles) unless you have directed them how to vote. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### *How the Chairman of the meeting will vote proxies*

If the Chairman is appointed as proxy for any Shareholder, the Chairman will vote the proxy in the manner specified by the Shareholder in that proxy. If the Shareholder does not specify how the Chairman is to vote on any resolution, the Chairman as proxy will vote **in favour** of resolutions 1, 2, 3, 4 and 5. By appointing the Chairman as proxy, you authorise him to vote any undirected proxy votes on resolution 4 and resolution 5 even though they are connected to remuneration of the KMP.

### *Participating at the Meeting*

You will be able to participate in the Meeting online using your computer or mobile device. You can participate in the Meeting by entering this link in your browser: <https://web.lumiagm.com/300709682> or, by following the link that will be made available on the Company's website at: [www.karoonenergy.com.au/investors/#annual-meetings](http://www.karoonenergy.com.au/investors/#annual-meetings).

Appointed proxies will need to contact Computershare on +61 3 9415 4024 not earlier than one hour before the Meeting to obtain a username and password to vote online.

Further information about how to log in to the Lumi platform, to register for the Meeting, and to participate in the Meeting as a Shareholder is available in the Virtual AGM Online Guide, which you can access online at: [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).



### *Asking Questions – Before and at the Meeting*

You can submit a question or comment prior to the Meeting at [www.investorvote.com.au](http://www.investorvote.com.au), or by completing the shareholder question form and returning it with your proxy form. The shareholder question form can be downloaded from: [www.karoonenergy.com.au/investors/#annual-meetings](http://www.karoonenergy.com.au/investors/#annual-meetings). Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the Meeting, being Friday, 19 November 2021. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit.

You may also submit your questions and comments and ask questions in real time online during the Meeting via the Lumi platform. Further details can be found in the Virtual AGM Online Guide, which you can access online at: [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

The Chairman of the Meeting will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions and comments raised. If so, we will endeavour to post the remaining questions and answers on the Company's website.

The Auditor will also be in attendance at the Meeting.

### *Voting at the Meeting*

Voting on all items of business will be conducted on a poll. You may vote at the Meeting in one of the following two ways:

- live and online during the Meeting using the Lumi platform (if you are participating on your computer); or
- in advance of the Meeting, by appointing a proxy (preferably the Chairman of the Meeting) online at [www.investorvote.com.au](http://www.investorvote.com.au) by no later than 10am (AEDT) on Wednesday, 24 November 2021.

The Chairman of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the Meeting is declared closed.

KAROON ENERGY LTD

ACN 107 001 338

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders (**Shareholders**) of Karoon Energy Ltd (**Company or Karoon**) in connection with the business to be transacted at the Annual General Meeting of the Company to be held virtually on 26 November 2021 at 10:00 am AEDT (**Meeting**).

This Explanatory Memorandum, the Notice of Meeting and all attachments are important documents and should be read carefully and in their entirety.

2. RESOLUTION 1 - ELECTION OF DR JULIAN FOWLES AS A DIRECTOR

Resolution 1 relates to the election of Dr Julian Fowles as the Managing Director of the Company.

The Board conducted a comprehensive search and selection process and, as a result of that process, Dr Julian Fowles was appointed by the Company as the Managing Director of the Company on 27 November 2020.

Dr Fowles started his career with Shell International where he spent 17 years working across the upstream sector in Europe, West Africa, Australasia, South Asia and Latin America, including 5 years as the Exploration and New Ventures Manager in Shell Brazil. Following Shell, he held senior executive positions with Cairn India, Petra Energia, and most recently Oil Search, where he firstly led exploration and new business and then the PNG operated and non-operated oil and LNG production and development businesses. Leaving Oil Search in late 2018, Dr Fowles joined the boards of Central Petroleum and FAR Limited in 2019 as an independent non-executive director, roles he relinquished prior to joining Karoon.

Dr Fowles speaks Portuguese and is a Graduate of the Australian Institute of Company Directors. He holds a BSc (Hons) degree in Geology from the University of Edinburgh and a PhD from the University of Cambridge. Dr Fowles also holds a Graduate Diploma in Applied Finance and Investment from the Australian Securities Institute.

Current directorships of other listed companies: None.

In accordance with paragraphs 11.11 and 11.12 of the Constitution, the Company may appoint a Director who holds office until the next Annual General Meeting of the Company and is then eligible for re-election.

**Board recommendation:** The Board (excluding Dr Fowles) unanimously supports the election of Dr Fowles.

3. RESOLUTION 2 – APPROVAL OF RE-ELECTION OF MS LUCIANA RACHID AS A DIRECTOR

In accordance with Listing Rule 14.4, and paragraph 11.6 of the Constitution of the Company, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer. In addition, in accordance with paragraph 11.3 of the Company's Constitution, at the Annual General Meeting in every year, one-third of the Directors for the time being, and any other Director not in such one third who has held office for three years or more (except the Managing Director) must retire from office. Pursuant to paragraph 11.4 of the Constitution, a retiring Director is eligible for re-election.

Ms Rachid has over 40 years' experience in the oil and gas industry in both technical and senior leadership roles in Brazil, including 20 years in the Exploration and Production Division of Petrobras.

Ms Rachid's technical experience covers a variety of project evaluation, development and management roles, the design of the first offshore platforms in the Campos Basin, the production, handling and processing of natural gas onshore and offshore and the coordination of the Petrobras E&P Deepwater Strategic Project.

Ms Rachid has also held positions in the Petrobras financial team including Executive Manager of Investor Relations, and Executive Manager of Financial Planning and Risk Management. She also served as Chief Executive Officer of Transportadora Brasileira Gasoduto Bolivia-Brasil SA (TBG) and Chief Executive Officer of Transportadora Associada de Gás SA (TAG), Petrobras' subsidiaries.

Ms Rachid also has a number of years' experience serving on Boards in Brazil. She has represented Petrobras as Chairperson of TBG and Gás Brasileiro Distribuidora SA as well as a Director of TAG, Companhia de Gás de Minas Gerais and Companhia Paranaense de Gás.

Ms Rachid is the Chair of the Sustainability and Operational Risk Committee.

The Board considers that, if re-elected, Ms Rachid will continue to make a significant contribution to the Board and the Company.

**Board recommendation:** The Board (excluding Ms Rachid) unanimously supports the re-election of Ms Rachid.

#### 4. **RESOLUTION 3 –RE-ELECTION OF MR BRUCE PHILLIPS AS A DIRECTOR**

In accordance with paragraph 11.3 of the Company's Constitution, at the Annual General Meeting in every year, one-third of the Directors for the time being, and any other Director not in such one third who has held office for three years or more (except the Managing Director) must retire from office. Pursuant to paragraph 11.4 of the Constitution, a retiring Director is eligible for re-election. Listing Rule 14.5 further provides that an entity which has directors must hold an election of directors at each annual general meeting.

Mr Phillips was appointed as Chairman and Non-Executive Director of the Company on 1 January 2019. He is also currently the Chairman and Non-Executive Director of ALS Limited.

Mr Phillips' background is predominantly in the energy sector with more than 40 years of technical, financial and senior level managerial experience working on projects spanning Australia, Asia, Europe, Africa and the Americas.

Mr Phillips founded AWE Limited (now Mitsui Corporation) in 1997 and was its Managing Director until his retirement in 2007. He re-joined AWE as a non-executive director in 2009 and served as its Chairman from 2011-2017.

Mr Phillips has also previously been a non-executive director of Sunshine Gas Limited, AGL Energy Limited, and was Chairman of Platinum Capital Limited.

In addition to being Chairman of the Board, Mr Phillips is a member of the People, Culture and Governance Committee.

**Board recommendation:** The Board (excluding Mr Phillips) unanimously supports the re-election of Mr Phillips.

#### 5. **RESOLUTION 4 - ADOPTION OF REMUNERATION REPORT**

Section 250R(2) of the Corporations Act requires the Company to propose a resolution that the Remuneration Report be adopted. The Remuneration Report may be found within the Directors' Report on pages 51 to 74 in the Company's 2021 Annual Report.

A 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 direct consideration when reviewing the remuneration practices and policies of the Company in the future.

The Company's overriding aim is to ensure that executive performance outcomes are aligned with building the Company's enterprise value and securing long-term cash flow in order to support share price growth for Shareholders and to ensure sustainability in the long term.

Karoon's guiding principles for its remuneration framework remain as follows:

- Safety, culture and ethics: ensuring that clear vesting gateways exist based on appropriate safety and ethical outcomes.
- Shareholder value is paramount:
  - remuneration outcomes (particularly incentive-based outcomes) are designed to take account of share price movements across the reporting period and therefore the value actually delivered to Shareholders; and
  - a close alignment is created between operational performance, reward and sustained growth in Shareholder value. This is done through achieving robust company building milestones year-on-year via the STI plan and, in respect of the period 1 July 2018 to 30 June 2021, through achieving an absolute total Shareholder return of at least 10% per annum and aiming to outperform a select group of 19 industry peer companies via the LTI plan.
- People:
  - our remuneration structures are designed to attract, motivate and retain the best people whilst remunerating them reasonably and competitively; and
  - we encourage our people to hold equity in Karoon which builds a culture of viewing management decisions as an owner, thereby helping to further align executives and Shareholder's interests.
- Transparency: remuneration measures, outcomes and reporting are as simple and transparent as possible for Shareholders and other stakeholders.
- Longer term focus: we aim to ensure that key decision making is always appropriately longer term in its nature and focus.

Karoon commenced a broad review of its remuneration policies during the 2021 financial year which is currently ongoing. In respect of executive base salaries, the following will be implemented for the 2022 financial year:

- Executive salaries: noting there have been no increases to Key Management Personnel (KMP) base salary levels for 6 years, in respect of the majority of:
  - Australian staff members - a standard 3.1% increase will be applied to their base salary; and
  - Brazilian staff members - in recognition of a higher inflationary environment, a standard 5.5% increase will be applied to their base salary.

It is noted that, in select individual cases where a relevant employee's salary was significantly below the applicable benchmark salary for that position or for retention purposes, the relevant employee may receive a greater increase than that set out above.

- Board fees: there will be no change in Board and Board committee fees when compared to FY21.

#### **2021 Financial Year Remuneration Outcomes**

- STI – a 61.5% STI outcome was awarded for the 2020/2021 year based on the achievement of the previously approved STI performance hurdles.

In recognition of the achievement of objectives associated with operating and capital expenses, the Baúna Intervention campaign, the Patola development and changes to the Company's "corporate operating model", 61.5% of the total STI available was awarded.

This award was earned due to the significant performance achieved during the 2020/2021 year.

For KMP, other than the Managing Director, a component of their STI role-specific objectives was granted depending on individual performance in accordance with pre-set proportions of STI.

- LTI – a 100% LTI outcome was earned due to an absolute total Shareholder return ('TSR') of 10% per annum (based on compound annual growth rate) being achieved, and the Company's relative Shareholder return rating being between the 75th to 99th percentile (as compared to a group of peer companies), over the prior 3 year period.

### Summary

During the financial year, Karoon significantly advanced its strategic plan by achieving key milestones including the acquisition of the Baúna oilfield, making a final investment decision in respect of the Baúna Intervention campaign and the Patola development, and by successfully enacting the necessary succession plans at the Board and management level to ensure the best possible team is in place to build Shareholder value.

In summary, our corporate strategy and all remuneration related targets are designed and managed to link remuneration outcomes to Shareholder value. Given this, Karoon's STI and LTI have worked as they should to responsibly and fairly reward the achievement of key performance milestones for the Company and returns generated by the Company's performance when compared to its peers.

### Voting exclusion statement with regards to resolution 4

Votes may not be cast, and the Company will disregard any votes cast, on resolution 4:

- by or on behalf of any member of the KMP whose remuneration details are included in the Remuneration Report, or any Closely Related Parties of those persons, regardless of the capacity in which the votes are cast; or
- as a proxy by any person who is a member of the KMP as at the time the resolution is voted on at the Meeting or any Closely Related Parties of those persons,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment;
- by the Chairman of the Annual General Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting on resolution 4; and
  - the holder votes on resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Board recommendation:** Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), the Board unanimously recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

## 6. RESOLUTION 5 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DR JULIAN FOWLES

Resolution 5 seeks Shareholder approval for the Company to grant to Dr Julian Fowles (or his nominee):

- a) 502,989 Long-term Incentive (LTI) Performance Rights (**FY21 Performance Rights**), which are at risk remuneration and will only vest should the LTI performance hurdles over the three-year performance period from 1 July 2020 to 30 June 2023 be satisfied; and

- b) 577,052 Long-term Incentive (LTI) Performance Rights (**FY22 Performance Rights**), which are at risk remuneration and will only vest should the LTI performance hurdles over the three-year performance period from 1 July 2021 to 30 June 2024 be satisfied,

on the terms and conditions set out in this Explanatory Memorandum and otherwise pursuant to the PRP.

***Why is Shareholder approval being sought?***

Listing Rule 10.14 requires Shareholder approval in order for a Director to be issued equity securities in the Company under an employee incentive scheme, subject to certain exceptions. Dr Julian Fowles is the Managing Director of the Company.

Listing Rule 10.16 states that Listing Rule 10.14 does not apply to a grant of Performance Rights to Dr Fowles where the securities to be acquired on vesting of the rights (i.e. Shares) permit those securities to be purchased on-market. This exception applies to Dr Fowles' participation in the PRP.

Despite this exception, the Board considers it appropriate from a governance perspective to ask Shareholders to approve the grant of Performance Rights to Dr Fowles, on the terms and conditions set out below.

***Rationale for the granting of LTI Performance Rights***

The Company uses a LTI plan to align the interests of its Managing Director with Shareholders' interests. The vesting of the LTI Performance Rights that will be granted, if resolution 5 is approved, is linked to the performance of the Company, as described below.

The LTI Performance Rights will only vest if the pre-agreed performance hurdles are achieved over the three-year periods commencing on 1 July 2020 and 1 July 2021 respectively. Specifically, vesting conditions are split as follows, noting that each hurdle is assessed independently of the other:

- 50% Relative TSR performance as assessed against a list of closely comparable and representative industry peer group of companies, whose business models and/or regions of operations are similar to those of Karoon, as set out in Table 1 (in respect of FY21 LTI Performance Rights) and Table 2 (in respect of FY22 LTI Performance Rights); and
- 50% Absolute TSR performance (based on compound annual growth rate), with Absolute TSR being in excess of 10% resulting in a vesting of performance rights between 10% and 18% (as set out below).

Table 1 (FY21-23 Relative TSR peers)

<b><i>Australian Market Peers</i></b>	<b><i>Global Peers</i></b>
<ul style="list-style-type: none"> <li>• Australis Oil &amp; Gas Limited</li> <li>• Beach Energy Limited</li> <li>• Carnarvon Petroleum Limited</li> <li>• FAR Limited</li> <li>• Horizon Oil Limited</li> <li>• Senex Energy Limited</li> <li>• Oil Search Limited</li> <li>• Santos Limited</li> <li>• Woodside Petroleum Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Cairn Energy plc</li> <li>• GeoPark Limited</li> <li>• Gran Tierra Energy Inc</li> <li>• Kosmos Energy Ltd</li> <li>• New Zealand Oil &amp; Gas Ltd</li> <li>• QGEP Participacoes SA</li> <li>• Premier Oil plc</li> <li>• SOCO International plc</li> <li>• Tullow Oil plc</li> <li>• Petro Rio</li> </ul>

Table 2 (FY22-24 Relative TSR Peers)

<i>Australian Market Peers</i>	<i>Global Peers</i>
<ul style="list-style-type: none"> <li>• Australis Oil &amp; Gas Limited</li> <li>• Beach Energy Limited</li> <li>• Carnarvon Petroleum Limited</li> <li>• Horizon Oil Limited</li> <li>• Senex Energy Limited</li> <li>• Oil Search Limited</li> <li>• Santos Limited</li> <li>• Woodside Petroleum Limited</li> <li>• Strike Energy Limited</li> <li>• Central Petroleum Limited</li> <li>• Cooper Energy Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Cairn Energy plc</li> <li>• GeoPark Limited</li> <li>• Gran Tierra Energy Inc</li> <li>• Kosmos Energy Ltd</li> <li>• New Zealand Oil &amp; Gas Ltd</li> <li>• Enauta Participações S.A.</li> <li>• SOCO International plc</li> <li>• Tullow Oil plc</li> <li>• Petro Rio</li> <li>• Jadestone Energy Inc.</li> </ul>

These groups have been carefully selected by the Board to include those companies which have similar business models, geological footprints and operations to the Company, as well as companies that Shareholders may consider when looking to invest in the energy sector.

Vesting of the relative TSR performance LTI Performance Rights will occur in accordance with Table 3:

Table 3

Relative TSR performance against the selected industry peer group	Proportion of target LTI to vest
Less than 50 <sup>th</sup> percentile	0%
At 50 <sup>th</sup> percentile	50%
Between 50 <sup>th</sup> and 75 <sup>th</sup> percentile	50% plus 2% for each additional percentile ranking above 50 <sup>th</sup> percentile
At or above 75 <sup>th</sup> percentile	100%

In the event of delisting, merger or acquisition of any of the above peer companies, the Board will apply its discretion to assess the relative performance of that entity:

- by normalising its performance over the testing period in the case of delisting; or
- substituting the performance of the new entity from the day of acquisition in the case of merger or acquisition.

Vesting of the absolute TSR performance LTI performance rights will occur in accordance with Table 4:

Table 4

Absolute TSR	Proportion of Performance Rights Vesting
Less than 10%	Nil %
At 10%	50%
Between 10.01% and 17.99%	50% plus 6.25% for each additional percentage point above the 10% threshold
At or above 18.00%	100%

The terms of the LTI Performance Rights to be issued to Dr Fowles are summarised in Annexure "A" in this Explanatory Memorandum.

The number of LTI Performance Rights to be issued to Dr Fowles is considered reasonable by the Board having regard to his respective responsibilities and achievements to date. The Board considers it appropriate that performance measures relate to the overall market performance of the Company both in terms of its Absolute TSR, and Relative TSR performance against the select group of local and global exploration and production companies, which may be of investment interest.

The current actual remuneration and target remuneration package for Dr Fowles as Managing Director, includes the following components:

Table 5

	Fixed	STI	LTI
<b>Current Remuneration (in respect of period 27 November 2020 to 30 June 2021)</b>	\$443,269*	\$134,531**	\$0.00
	<b>Fixed (40%)</b>	<b>STI (20%)</b>	<b>LTI (40%)</b>
<b>Target Remuneration</b>	\$773,250***	\$386,625**** (50% of Fixed Remuneration)	\$773,250**** (100% of Fixed Remuneration)

\*excluding superannuation of \$42,111

\*\*to be paid subject to satisfaction of one year employment retention period

\*\*\*excluding superannuation of \$73,459

\*\*\*\*if granted by way of equity, remuneration subject to Shareholder approval and satisfaction of short-term and/or long-term performance hurdles.

Further details of the Company's executive remuneration policy can be found in the Remuneration Report section of the Company's 2021 Annual Report. Details of any securities issued under the PRP will be published in the annual report for the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

The overall structure of Dr Fowles remuneration is derived from the same structure as other employees and senior management and is comprised of base salary and a combination of short and long-term "at risk" incentives.



Under the LTI, Dr Fowles will receive his LTI as Performance Rights in accordance with the following table:

Table 6 – FY21 LTI Performance Rights

		FY21 LTI Performance Rights
Dr Fowles	% of LTI	58.33%
	Per security value	\$0.87 per right
	Target Remuneration Amount	\$437,500
	Total Securities 'At Risk'	<b>502,989</b>

Table 7 – FY22 LTI Performance Rights

		LTI Performance Rights
Dr Fowles	% of LTI	100%
	Per security value	\$1.34 per right
	Target Remuneration Amount	\$773,250
	Total Securities 'At Risk'	<b>577,052</b>

***Calculation of LTI Performance Right fair value***

In respect of the FY21 Performance Rights, the value of the Performance Rights to be issued is equivalent to the average price of the Company's shares traded on ASX between 27 October 2020 and 26 November 2020 (being the month before Dr Fowles commenced his employment as CEO and Managing Director).

The fair value of FY22 Performance Rights to be issued to Dr Fowles is equivalent to the VWAP of the Company's shares traded on the ASX in the 20 days before 1 July 2021, being \$1.34.

Over the 12 months prior to 17 September 2021, the lowest recorded price of Shares traded on ASX was \$0.70 on 2 October 2020 and the highest was \$1.49 on 6 July 2021.

### **Other details**

Listing Rule 10.15 requires the following further information to be disclosed in relation to Performance Rights to be granted to Dr Fowles under the PRP:

- approval is being sought for the grant of the following number of Performance Rights to Dr Fowles:
  - 502,989 LTI Performance Rights, which are at risk remuneration and will only vest should the LTI performance hurdles over the three-year performance period from 1 July 2020 to 30 June 2023 be satisfied; and
  - 577,052 LTI Performance Rights, which are at risk remuneration and will only vest should the LTI performance hurdles over the three-year performance period from 1 July 2021 to 30 June 2024 be satisfied;
- Dr Fowles, as Managing Director, is an eligible employee for the purposes of the PRP and therefore is eligible to participate in the PRP;
- Dr Fowles falls under Listing Rule 10.14.1 as the Managing Director of the Company;
- Dr Fowles' current total remuneration package is set out in Table 5;
- Dr Fowles has not previously been granted any Performance Rights;
- the terms of the Performance Rights to be issued to Dr Fowles are summarised in Annexure "A" in this Explanatory Memorandum;
- the Performance Rights will be granted to Dr Fowles following the Meeting and in any case within 12 months of the Meeting;
- the Performance Rights will be issued for nil consideration;
- there is no loan applicable in relation to the acquisition of Performance Rights or the Shares underlying them because Dr Fowles is not required to make any payment for the Performance Rights or the Shares underlying them;
- details of any securities issued under the PRP will be published in the annual report for the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the PRP after this resolution is approved and who were not named in the Notice of Meeting will not participate in the PRP until approval is obtained under that Listing Rule.

### **Dr Fowles' interest in Shares**

Dr Fowles has not previously been granted any Performance Rights or other incentives under the PRP.

As at the date of this Notice of Meeting, Dr Fowles had an interest in 107,659 Shares and nil Performance Rights. That represents 0.019% of the total Shares in the Company (as at 17 September 2021). If Shareholders approve resolution 5, and all the Performance Rights are granted as contemplated by this Notice of Meeting, Dr Fowles will have the following interest in Shares and Performance Rights under the PRP:

Shares	Performance Rights
107,659	1,080,041

If all of the Performance Rights proposed to be granted under resolution 5 vest and are paid in Shares, Dr Fowles would acquire an additional 1,080,041 Shares. If these were newly issued Shares, Dr Fowles would have an interest in 0.214% of the total issued Shares in the Company (based on the total number of issued Shares in the Company as at 17 September 2021).

## Voting exclusion statement with regards to resolution 5

Votes may not be cast, and the Company will disregard any votes cast:

- in favour of resolution 5 by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any of their associates; or
- in favour of or against resolution 5 by a member of the KMP as at the time the resolution is voted on at the Meeting or any Closely Related Parties of those persons, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment;
- by the Chairman of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or 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.

## Board recommendation

The Non-Executive Directors of the Company unanimously support the resolution. The Managing Director of the Company makes no recommendation in relation to resolution 5 on the basis that the resolution relates to the Managing Director's remuneration.

7.

## AGENDA ITEM 6 - FINANCIAL REPORTS

Section 317 of the Corporations Act requires the Company's Financial Reports, Directors' Report and Independent Auditor's Report for the financial year ended 30 June 2021 to be laid before the Meeting. The Financial Report, the Directors' Report and the Independent Auditor's Report are contained in the Company's 2021 Annual Report, a copy of which has been made available to Shareholders with this Explanatory Memorandum and the accompanying Notice of Meeting, and it is also available on request to the Company.

While no resolution is required to be put to Shareholders in relation to this item, Shareholders should consider these documents and raise any matters of interest with the Directors of the Company when this item is being considered. In accordance with the Corporations Act, Shareholders will be given an opportunity to ask questions about and make comments on the reports.

8.

## GLOSSARY

The following terms and abbreviations used in this Explanatory Memorandum have the following meaning:

<b>AEDT:</b>	Australian Eastern Daylight Time, being the time in Melbourne, Victoria.
<b>Annual General Meeting or AGM:</b>	means the annual general meeting of the Company's Shareholders to be held virtually at 10am (AEDT) on Friday, 26 November 2021.
<b>ASX:</b>	ASX Limited (ACN 008 624 691).
<b>Board:</b>	The Board of Directors of the Company.
<b>Closely Related Party:</b>	Includes a KMP's spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

<b>Company or Karoon:</b>	Karoon Energy Ltd (ACN 107 001 338).
<b>Corporations Act:</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director:</b>	A director of the Company.
<b>Key Management Personnel or KMP:</b>	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.
<b>Lumi platform</b>	The online facility Shareholders can use to participate in the Meeting using their computer.
<b>Listing Rules:</b>	The Official Listing Rules of the ASX, as amended from time to time.
<b>LTI:</b>	Long-term Incentive.
<b>Notice of Meeting:</b>	The notice convening the Annual General Meeting which accompanies this Explanatory Memorandum.
<b>People, Culture and Governance Committee:</b>	The People, Culture and Governance Committee of the Company.
<b>Performance Rights:</b>	Rights issued under the Performance Rights Plan 2019.
<b>Performance Rights Plan 2019 or PRP:</b>	The Performance Rights Plan initiated in 2019.
<b>Remuneration Report:</b>	The Remuneration Report for the financial year ended 30 June 2021 as contained within the Directors' Report and forming part of the Company's 2021 Annual Report.
<b>Shareholders:</b>	Holders of Shares.
<b>Shares:</b>	Fully paid ordinary shares in the capital of the Company.
<b>STI:</b>	Short-term Incentive.
<b>Sustainability and Operational Risk Committee:</b>	The Sustainability and Operational Risk Committee of the Company.
<b>Total Shareholder Return or TSR:</b>	A measure of the entire return a Shareholder would obtain from holding an entity's securities over a period, taking into account factors such as changes in the market value of the securities and dividends paid over the period.
<b>VWAP:</b>	Volume weighted average price.

## ANNEXURE "A"

### THE PERFORMANCE RIGHTS PROPOSED TO BE GRANTED UNDER RESOLUTION 5

The Board may from time to time make offers to 'eligible employees' subject to any performance conditions and any additional conditions the Board determines.

Each Performance Right entitles the holder to subscribe for or acquire and be issued or transferred one fully paid ordinary share (**Share**) in the Company.

There is no amount payable for the grant of the Performance Rights.

The Performance Rights cannot be exercised until 1 July 2023 and 1 July 2024 respectively (**Exercise Date**) except in the circumstances set out below.

There is no exercise price to be paid on exercise of the Performance Rights.

A Performance Right (which has not otherwise lapsed) will vest in a holder on any date after the first anniversary of the grant date provided that the performance conditions notified to the holder by the Board are satisfied or waived by the Board.

The Performance Rights will lapse at 5.00 pm (AEDT) 12 months after the relevant Exercise Date (**Expiry Date**). Any Performance Rights which have not been exercised on or before 5.00pm (Melbourne Time) on the Expiry Date lapse automatically.

The Performance Rights are not transferable and the Company will not seek official quotation of any Performance Rights. Once the Performance Rights are exercised, the Company will apply for official quotation of the Shares issued on exercise of those Performance Rights (except quotation of Shares is not guaranteed).

In the event of a takeover of the Company or a change of control, the Board may notify the holder that a percentage of his Performance Rights have vested.

Performance Rights may only be exercised after meeting the performance conditions and any other conditions by notice in writing (**Exercise Notice**) delivered to the registered office of the Company. The Exercise Notice must specify the number of Performance Rights being exercised and must be accompanied by the certificate for those Performance Rights, for cancellation by the Company.

A holder of Performance Rights has no entitlement to participate in a new issue of Shares or other securities in the Company unless those Performance Rights have vested and have been exercised in accordance with the PRP prior to the record date for the relevant new issue.

If the Company makes (whether before or after the Performance Rights have vested) a pro-rata or bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been acquired in respect of a Performance Right before the record date for determining entitlements to the bonus issue, then the number of Shares the subject of the Performance Right shall be:

- increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right prior to such record date; or
- adjusted in a manner determined by the Board and in accordance with the Listing Rules, in order to minimise or eliminate any material advantage or disadvantage to a holder.

In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, then the number of Performance Rights to which a holder is entitled will be adjusted in a manner determined by the Board and in accordance with the Listing Rules to minimise or eliminate any material advantage or disadvantage to the holder. Any further Performance Rights issued on such an adjustment will be subject to the same terms and conditions as the original Performance Rights.

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Need assistance?****Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

**Online:**

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

**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Wednesday, 24 November 2021.**

# Proxy Form

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**APPOINTMENT OF PROXY**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** 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.

**PARTICIPATING IN THE MEETING****Corporate Representative**

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

**Lodge your Proxy Form:****XX****Online:**

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

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

**By Mail:**

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

**By Fax:**

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



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

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**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.



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I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1

### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Karoon Energy Ltd 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 Karoon Energy Ltd to be held as a virtual meeting on Friday, 26 November 2021 at 10:00am (AEDT) 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 Resolutions 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4 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 Resolutions 4 and 5 by marking the appropriate box in step 2.

**The Chairman of the meeting intends to vote undirected proxies in favour of each item of business.**

### Step 2

### Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Election of Dr Julian Fowles as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Luciana Rachid as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Bruce Phillips as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue Performance Rights to Dr Julian Fowles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3

### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare



# ONLINE MEETING GUIDE

## GETTING STARTED

If you choose 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. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Meeting ID

Meeting ID as provided in the Notice of Meeting.

### 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**.

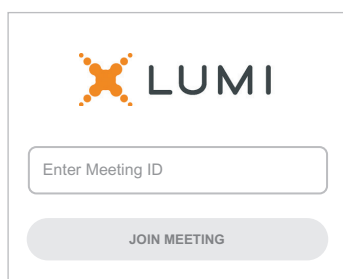
A full list of country codes is provided at the end of this guide.

### Appointed Proxies

To receive your unique 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.

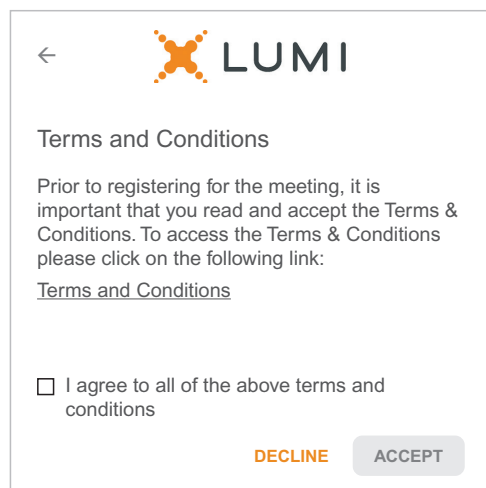
## PARTICIPATING AT THE MEETING

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



The image shows a mobile app interface for LUMI. At the top is the LUMI logo, which consists of an orange 'X' icon followed by the word 'LUMI' in black. Below the logo is a text input field with the placeholder text 'Enter Meeting ID'. At the bottom of the screen is a grey button with the text 'JOIN MEETING' in white.

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



The image shows a mobile app interface for LUMI displaying the Terms and Conditions. At the top is a back arrow and the LUMI logo. Below the logo is the heading 'Terms and Conditions'. The text reads: 'Prior to registering for the meeting, it is important that you read and accept the Terms & Conditions. To access the Terms & Conditions please click on the following link:'. Below this text is a link labeled 'Terms and Conditions'. At the bottom, there is a checkbox with the text 'I agree to all of the above terms and conditions'. To the right of the checkbox are two buttons: 'DECLINE' in orange and 'ACCEPT' in a grey button.




Select the relevant log in option to represent yourself in the meeting.  
Note that only Securityholders and Proxies can vote and ask questions in the meeting.

OR

**To register as a proxyholder,** select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.

OR

**To register as a guest,**  
select 'Guest' and enter your  
name and email address.


LUMI


SRN or HIN

Postcode or Country Code


LOG IN

[Having trouble logging in...?](#)

LUMI

[Having trouble logging in...?](#) 


←

LUMI

First Name

Last Name

Email


Having trouble logging in...? 


CANCEL


CONTINUE


Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.


To view the webcast you must tap the broadcast arrow on your screen and press the play button. Click the arrow to switch between screens.



123-456-789

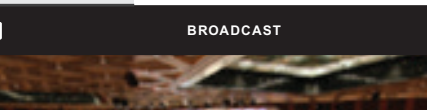
 HOME

 MESSAGING

 VOTING


 BROADCAST




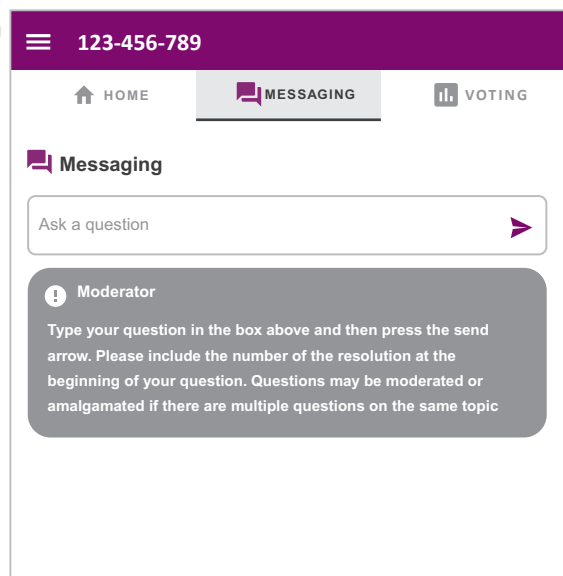


### Today's Agenda


- Opening Remarks
- CEO Presentation
- Financial Update
- Q&A
- Resolutions

6 To ask a question tap on the question icon , type your question in the chat box at the top of the screen and select the send icon. Confirmation that your message has been received will appear.

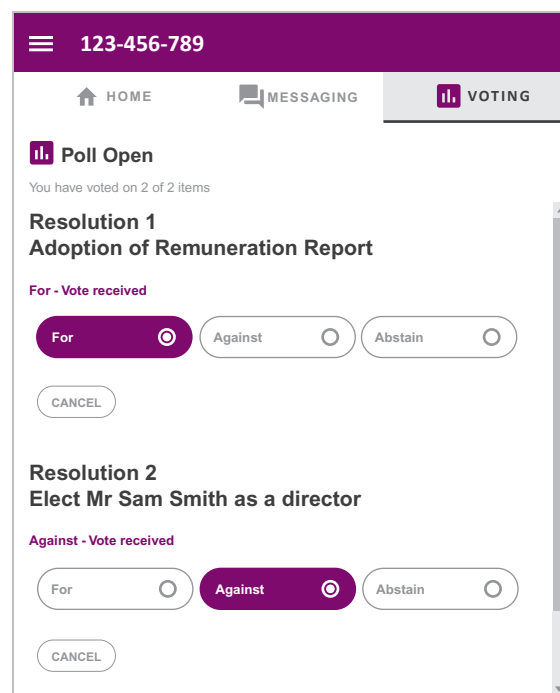
To ask a question verbally follow the instructions on the home page  of the virtual meeting platform.







7 When the Chair declares the poll open:

- > A voting icon  will appear on screen and the meeting resolutions will be displayed
- > To vote, select one of the voting options. Your response will be highlighted
- > To change your vote, simply select a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



## Icon descriptions

	Home page icon, displays meeting information.
	Questions icon, used to ask questions.
	Voting icon, used to vote. Only visible when the Chair opens the poll.
	The broadcast bar allows you to view and listen to the proceedings.

## FOR ASSISTANCE

If you require assistance before 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.

<b>ABW</b> ARUBA	<b>ECU</b> ECUADOR	<b>LIE</b> LIECHTENSTEIN	<b>SEN</b> SENEGAL
<b>AFG</b> AFGHANISTAN	<b>EGY</b> EGYPT	<b>LKA</b> SRI LANKA	<b>SGP</b> SINGAPORE
<b>AGO</b> ANGOLA	<b>ERI</b> ERITREA	<b>LSO</b> LESOTHO	<b>SGS</b> STH GEORGIA & STH SANDWICH ISL
<b>AIA</b> ANGUILLA	<b>ESH</b> WESTERN SAHARA	<b>LTU</b> LITHUANIA	<b>SHN</b> ST HELENA
<b>ALA</b> ALAND ISLANDS	<b>ESP</b> SPAIN	<b>LUX</b> LUXEMBOURG	<b>SJM</b> SVALBARD & JAN MAYEN
<b>ALB</b> ALBANIA	<b>EST</b> ESTONIA	<b>LVA</b> LATVIA	<b>SLB</b> SOLOMON ISLANDS
<b>AND</b> ANDORRA	<b>ETH</b> ETHIOPIA	<b>MAC</b> MACAO	<b>SLE</b> SIERRA LEONE
<b>ANT</b> NETHERLANDS ANTILLES	<b>FIN</b> FINLAND	<b>MAF</b> ST MARTIN	<b>SLV</b> EL SALVADOR
<b>ARE</b> UNITED ARAB EMIRATES	<b>FJI</b> FIJI	<b>MAR</b> MOROCCO	<b>SMR</b> SAN MARINO
<b>ARG</b> ARGENTINA	<b>FLK</b> FALKLAND ISLANDS (MALVINAS)	<b>MCO</b> MONACO	<b>SOM</b> SOMALIA
<b>ARM</b> ARMENIA	<b>FRA</b> FRANCE	<b>MDA</b> MOLDOVA REPUBLIC OF	<b>SPM</b> ST PIERRE AND MIQUELON
<b>ASM</b> AMERICAN SAMOA	<b>FRO</b> FAROE ISLANDS	<b>MDG</b> MADAGASCAR	<b>SRB</b> SERBIA
<b>ATA</b> ANTARCTICA	<b>FSM</b> MICRONESIA	<b>MDV</b> MALDIVES	<b>STP</b> SAO TOME AND PRINCIPE
<b>ATF</b> FRENCH SOUTHERN TERRITORIES	<b>GAB</b> GABON	<b>MEX</b> MEXICO	<b>SUR</b> SURINAME
<b>ATG</b> ANTIGUA AND BARBUDA	<b>GBR</b> UNITED KINGDOM	<b>MHL</b> MARSHALL ISLANDS	<b>SVK</b> SLOVAKIA
<b>AUS</b> AUSTRALIA	<b>GEO</b> GEORGIA	<b>MKD</b> MACEDONIA FORMER YUGOSLAV REP	<b>SVN</b> SLOVENIA
<b>AUT</b> AUSTRIA	<b>GGY</b> GUERNSEY	<b>MLI</b> MALI	<b>SWE</b> SWEDEN
<b>AZE</b> AZERBAIJAN	<b>GHA</b> GHANA	<b>MLT</b> MALTA	<b>SWZ</b> SWAZILAND
<b>BDI</b> BURUNDI	<b>GIB</b> GIBRALTAR	<b>MMR</b> MYANMAR	<b>SYC</b> SEYCHELLES
<b>BEL</b> BELGIUM	<b>GIN</b> GUINEA	<b>MNE</b> MONTENEGRO	<b>SYR</b> SYRIAN ARAB REPUBLIC
<b>BEN</b> BENIN	<b>GLP</b> GUADELOUPE	<b>MNG</b> MONGOLIA	<b>TCA</b> TURKS AND CAICOS ISLANDS
<b>BFA</b> BURKINA FASO	<b>GMB</b> GAMBIA	<b>MNP</b> NORTHERN MARIANA ISLANDS	<b>TCO</b> CHAD
<b>BGD</b> BANGLADESH	<b>GNB</b> GUINEA-BISSAU	<b>MOZ</b> MOZAMBIQUE	<b>TGO</b> TOGO
<b>BGR</b> BULGARIA	<b>GNQ</b> EQUATORIAL GUINEA	<b>MRT</b> MAURITANIA	<b>THA</b> THAILAND
<b>BHR</b> BAHRAIN	<b>GRC</b> GREECE	<b>MSR</b> MONTSERRAT	<b>TJK</b> TAJIKISTAN
<b>BHS</b> BAHAMAS	<b>GRD</b> GRENADA	<b>MTQ</b> MARTINIQUE	<b>TKL</b> TOKELAU
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GRL</b> GREENLAND	<b>MUS</b> MAURITIUS	<b>TKM</b> TURKMENISTAN
<b>BLM</b> ST BARTHELEMY	<b>GTM</b> GUATEMALA	<b>MWI</b> MALAWI	<b>TLS</b> EAST TIMOR DEMOCRATIC REP OF
<b>BLR</b> BELARUS	<b>GUF</b> FRENCH GUIANA	<b>MYS</b> MALAYSIA	<b>TMP</b> EAST TIMOR
<b>BLZ</b> BELIZE	<b>GUM</b> GUAM	<b>MYT</b> MAYOTTE	<b>TON</b> TONGA
<b>BMU</b> BERMUDA	<b>GUY</b> GUYANA	<b>NAM</b> NAMIBIA	<b>TTO</b> TRINIDAD & TOBAGO
<b>BOL</b> BOLIVIA	<b>HKG</b> HONG KONG	<b>NCL</b> NEW CALEDONIA	<b>TUN</b> TUNISIA
<b>BRA</b> BRAZIL	<b>HMD</b> HEARD AND MCDONALD ISLANDS	<b>NER</b> NIGER	<b>TUR</b> TURKEY
<b>BRB</b> BARBADOS	<b>HND</b> HONDURAS	<b>NFK</b> NORFOLK ISLAND	<b>TUV</b> TUVALU
<b>BRN</b> BRUNEI DARUSSALAM	<b>HRV</b> CROATIA	<b>NGA</b> NIGERIA	<b>TWN</b> TAIWAN
<b>BTN</b> BHUTAN	<b>HTI</b> HAITI	<b>NIC</b> NICARAGUA	<b>TZA</b> TANZANIA UNITED REPUBLIC OF
<b>BUR</b> BURMA	<b>HUN</b> HUNGARY	<b>NIU</b> NIUE	<b>UGA</b> UGANDA
<b>BVT</b> BOUVET ISLAND	<b>IDN</b> INDONESIA	<b>NLD</b> NETHERLANDS	<b>UKR</b> UKRAINE
<b>BWA</b> BOTSWANA	<b>IMN</b> ISLE OF MAN	<b>NOR</b> NORWAY	<b>UMI</b> UNITED STATES MINOR OUTLYING
<b>CAF</b> CENTRAL AFRICAN REPUBLIC	<b>IND</b> INDIA	<b>NPL</b> NEPAL	<b>URY</b> URUGUAY
<b>CAN</b> CANADA	<b>IOT</b> BRITISH INDIAN OCEAN TERRITORY	<b>NRU</b> NAURU	<b>USA</b> UNITED STATES OF AMERICA
<b>CKK</b> COCOS (KEELING) ISLANDS	<b>IRL</b> IRELAND	<b>NZL</b> NEW ZEALAND	<b>UZB</b> UZBEKISTAN
<b>CHE</b> SWITZERLAND	<b>IRN</b> IRAN ISLAMIC REPUBLIC OF	<b>OMN</b> OMAN	<b>VAT</b> HOLY SEE (VATICAN CITY STATE)
<b>CHL</b> CHILE	<b>IRQ</b> IRAQ	<b>PAK</b> PAKISTAN	<b>VCT</b> ST VINCENT & THE GRENADINES
<b>CHN</b> CHINA	<b>ISL</b> ICELAND	<b>PAN</b> PANAMA	<b>VEN</b> VENEZUELA
<b>CIV</b> COTE D'IVOIRE	<b>ISM</b> BRITISH ISLES	<b>PCN</b> PITCAIRN ISLANDS	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>CMR</b> CAMEROON	<b>ISR</b> ISRAEL	<b>PER</b> PERU	<b>VIR</b> US VIRGIN ISLANDS
<b>COD</b> CONGO DEMOCRATIC REPUBLIC OF	<b>ITA</b> ITALY	<b>PHL</b> PHILIPPINES	<b>VNM</b> VIETNAM
<b>COG</b> CONGO PEOPLES REPUBLIC OF	<b>JAM</b> JAMAICA	<b>PLW</b> PALAU	<b>VUT</b> VANUATU
<b>COK</b> COOK ISLANDS	<b>JER</b> JERSEY	<b>PNG</b> PAPUA NEW GUINEA	<b>WLF</b> WALLIS AND FUTUNA
<b>COL</b> COLOMBIA	<b>JOR</b> JORDAN	<b>POL</b> POLAND	<b>WSM</b> SAMOA
<b>COM</b> COMOROS	<b>JPN</b> JAPAN	<b>PRI</b> PUERTO RICO	<b>YEM</b> YEMEN
<b>CPV</b> CAPE VERDE	<b>KAZ</b> KAZAKHSTAN	<b>PRK</b> KOREA DEM PEOPLES REPUBLIC OF	<b>YMD</b> YEMEN DEMOCRATIC YUGOSLAVIA SOCIALIST FED REP
<b>CRI</b> COSTA RICA	<b>KEN</b> KENYA	<b>PRT</b> PORTUGAL	<b>ZAF</b> SOUTH AFRICA
<b>CUB</b> CUBA	<b>KGZ</b> KYRGYZSTAN	<b>PRY</b> PARAGUAY	<b>ZAR</b> ZAIRE
<b>CXR</b> CHRISTMAS ISLAND	<b>KHM</b> CAMBODIA	<b>PSE</b> PALESTINIAN TERRITORY OCCUPIED	<b>ZMB</b> ZAMBIA
<b>CYM</b> CAYMAN ISLANDS	<b>KIR</b> KIRIBATI	<b>PYF</b> FRENCH POLYNESIA	<b>ZWE</b> ZIMBABWE
<b>CYP</b> CYPRUS	<b>KNA</b> ST KITTS AND NEVIS	<b>QAT</b> QATAR	
<b>CZE</b> CZECH REPUBLIC	<b>KOR</b> KOREA REPUBLIC OF	<b>REU</b> REUNION	
<b>DEU</b> GERMANY	<b>KWT</b> KUWAIT	<b>ROU</b> ROMANIA	
<b>DJI</b> DJIBOUTI	<b>LAO</b> LAO PDR	<b>RUS</b> RUSSIAN FEDERATION	
<b>DMA</b> DOMINICA	<b>LBN</b> LEBANON	<b>RWA</b> RWANDA	
<b>DNK</b> DENMARK	<b>LBR</b> LIBERIA	<b>SAU</b> SAUDI ARABIA KINGDOM OF	
<b>DOM</b> DOMINICAN REPUBLIC	<b>LBY</b> LIBYAN ARAB JAMAHIRIYA	<b>SCG</b> SERBIA AND MONTENEGRO	
<b>DZA</b> ALGERIA	<b>LCA</b> ST LUCIA	<b>SDN</b> SUDAN	