Notice of Annual General Meeting

Notice is hereby given that the 2016 Annual General Meeting of members of Santos Limited ("Santos" or "the Company") will be held at Hall 'L' Adelaide Convention Centre, North Terrace Adelaide, South Australia on Wednesday 4 May 2016 at 10.00 am.

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Santos Limited ABN 80 007 550 923

Notice of Annual General Meeting

ORDINARY BUSINESS

1. Financial Report

To receive and consider the Financial Report for the year ended 31 December 2015 and the reports of the Directors and the Auditor, as set out in the 2015 Annual Report.

2. To re-elect Directors

- (a) Mr Gregory John Walton Martin retires by rotation in accordance with Rule 34(c) of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) Mr Hock Goh retires by rotation in accordance with Rule 34(c) of the Company's Constitution and, being eligible, offers himself for re-election.

3. Remuneration Report

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

"That the Remuneration Report for the year ended 31 December 2015 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

SPECIAL BUSINESS

4. Grant of Share Acquisition Rights to Mr Kevin Gallagher

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

"That approval is given for the Company to grant to the Company's Managing Director and Chief Executive Officer, Mr Kevin Gallagher, Share Acquisition Rights under the Santos Employee Equity Incentive Plan on the terms set out in the Explanatory Notes to this Notice of Meeting."

VOTING ENTITLEMENT

The Board has determined in accordance with the Company's Constitution and the Corporations Regulations that a person's entitlement to vote at the Annual General Meeting will be taken to be the entitlement of that person shown in the Register of Members at 6.30 pm (Adelaide time) on Monday 2 May 2016.

Voting restrictions apply to the Company's key management personnel and their closely related parties, which also affect proxy voting. Full details are included in the Notes Relating to Voting commencing on page 12. In particular, please note that if the Chairman of the meeting is appointed as your proxy, and you have not directed him how to vote, then by completing and returning the proxy form you will be expressly authorising the Chairman of the meeting to exercise your undirected proxy on resolutions 3 and 4 even though the resolutions are connected with the remuneration of the Company's key management personnel.

The Explanatory Notes and Notes Relating to Voting form part of this Notice of Meeting.

By Order of the Board

DAVID LIM

Company Secretary

Ground Floor Santos Centre 60 Flinders Street Adelaide, South Australia, 5000 31 March 2016

EXPLANATORY NOTES

1. FINANCIAL AND STATUTORY REPORTS

As required by section 317 of the *Corporations Act 2001* (Cth) ("Corporations Act"), the Financial Report and the reports of the Directors and the Auditor for the financial year ended 31 December 2015 will be laid before the meeting.

During this item of business, shareholders will be given a reasonable opportunity to ask questions and make comments about the reports and the business and management of the Company. Shareholders will also be given a reasonable opportunity to ask a representative of the Company's Auditor, Ernst & Young, questions in relation to the conduct of the audit (including the independence of the Auditor), and the accounting policies adopted by the Company.

2. RE-ELECTION OF DIRECTORS

Rule 34 of the Company's Constitution specifies that at every Annual General Meeting of the Company, one third of the Directors (disregarding any fractions) who have been longest in office since the date of their last election or appointment (excluding the Managing Director and any Director not yet elected) must retire. In addition, no Director may hold office without re-election beyond the third Annual General Meeting following the meeting at which the Director was last elected or re-elected.

Accordingly, Mr Gregory John Walton Martin and Mr Hock Goh will retire and seek re-election. Mr Kenneth Alfred Dean and Ms Jane Sharman Hemstritch will retire at the end of the AGM and will not be seeking re-election. The Board is currently undergoing a process of renewal with a number of Directors in their third or fourth terms. Several strong candidates are currently being assessed for appointment to the Board and the Company expects to be in a position to announce new appointments in the near future. Santos' assessment process is thorough and comprehensive, and although the process is well advanced it is still ongoing at the time of printing this Notice. An update will be provided to shareholders as soon as possible, and in any event no later than the Annual General Meeting.

Brief biographical details of each Director standing for re-election follow.



Mr Gregory John Walton Martin BEc, LLB, FAIM, MAICD, age 56

Greg Martin has been an independent non-executive Director since 29 October 2009. He is Chairman of the People and Remuneration Committee of the Board, and a member of the Audit and Risk Committee of the Board.

He has significant experience in the utilities, energy and related infrastructure sectors and as a non-executive director.

Mr Martin is Chairman of Iluka Resources Limited (since December 2013, after serving as non-executive director since January 2013), Chairman and Joint Managing Partner of Prostar Capital (since July 2012), independent non-executive Chairman of Sydney Desalination Plant Pty Ltd (since December 2012) and Deputy Chairman of Western Power (since April 2015).

His past experience includes roles as Deputy Chairman of the Australian Gas Association, inaugural Chairman of the Energy Supply Association of Australia, member of the Business Council of Australia and Committee for the Economic Development of Australia, Managing Director and Chief Executive Officer of AGL and Chief Executive Infrastructure at Challenger Financial Services Group Limited. He has also previously acted as non-executive director of Energy Developments Limited, non-executive director of Australian Energy Market Operator Limited and Managing Director of Murchison Metals Limited.

Taking into account the outcomes of the 2015 Board review and further consideration in February 2016, the Nomination Committee recommended, and the Board endorsed, Mr Martin as a candidate for re-election.

Mr Martin says:

"In what has been an extremely challenging period for oil and gas companies globally, I believe that Santos will emerge from this cyclical downturn a stronger organisation. Our capital intensive LNG investment phase is now largely complete, and we have, and are continuing to make considerable inroads to ensuring that the Company is self-sustaining in a low oil price environment.

We have secured a strong portfolio of strategic assets based on world class resources which, together with the right expertise and a strengthened balance sheet, will underpin a sustainable and promising future for the Company. It has been an honour to be a Board member over the past six years but clearly there is still much more to be done. The macro conditions for the oil and gas industry remain challenging and I believe it is important that the Company retains an appropriate level of stability and experience to navigate this environment. I am committed to restoring shareholder value and with more than 35 years of domestic and international operational, commercial and executive management experience in the energy sector, including as a public markets CEO. I believe that I have the experience to positively and constructively contribute to Board deliberations.

As Chair of the People & Remuneration Committee I have sought to ensure that remuneration policies and practices are fair, with clear and transparent alianment between management rewards and shareholder returns. Given alobal market conditions, and the impact this has had on shareholder returns. the Board adopted the Committee's recommendations to freeze executive pay at 2014 levels, award either no or reduced short term incentives and where awarded, defer the award into equity for a two year period, and maintain NFD fees at levels set in October 2013.

It has been a privilege to be a member of your Board and I seek your support for my re-election as a Director."

RECOMMENDATION

The Board (with Mr Martin abstaining) recommends that shareholders vote **IN FAVOUR** of the re-election of Mr Martin.



Mr Hock Goh BEng (Hons), Mech Eng, age 60

Hock Goh has been an independent nonexecutive Director since 22 October 2012. He is a member of the Environment, Health, Safety and Sustainability Committee of the Board and the Audit and Risk Committee of the Board.

Mr Goh has extensive experience in the oil and gas industry in Asia. During a 25-year career with Schlumberger, a leading oilfield services company, Mr Goh held senior positions in Asia, the Middle East and Europe, including as President of Network and Infrastructure Solutions division in London, President of Asia, and Vice President and General Manager of China. Prior to that, he held managerial and staff positions in Asia, the Middle East and Europe.

Mr Goh has been Chairman of MEC Resources Ltd since October 2006. In April 2012 he was appointed a non-executive director of Stora Enso Oyj (Finland). He is also a non-executive director of AB SKF (Sweden) since March 2014 and Vesuvius PLC (UK) since April 2015.

He was previously a non-executive director of BPH Energy Ltd from 2007 to March 2015, Operating Partner of Baird Capital Partners Asia, based in China, from 2007 to June 2012 and a non-executive director of Xaloy Holding Inc in the US from 2006 to 2008.

Taking into account the outcomes of the 2015 Board review and further consideration in February 2016, the Nomination Committee

recommended, and the Board endorsed, Mr Goh as a candidate for re-election.

Mr Goh says:

"I started my career with Schlumberger, the leading oil field services company, as a field engineer working on rigs in Roma, Queensland and Indonesia, and subsequently in senior managerial roles globally. At Schlumberger, my role was to help customers, such as Santos, to increase production and reserves through state-of-the-art technology. I have known Santos and its business for many years and am delighted to have had the opportunity to contribute to Santos since 2012 when I joined the Santos Board.

Over the last year, all of us in the oil and gas industry have witnessed the sharp decline of oil prices. The need to reduce the cost per barrel is now even more pressing than ever. Doing more for less will be a key driver in 2016 and beyond. This is where I believe my experience will be helpful to Santos in producing more at lower cost through new technology and operational excellence.

I have been through three cycles of oil price downturns during the span of my 30 year career and understand what it takes to weather the storm and rebuild ourselves. I sincerely believe that Santos will not only withstand these current conditions but also emerge stronger. I am dedicated to helping Santos maintain its financial strength and improve its operations through my role as a member of the Board and the Audit & Risk Committee. I also understand that while lowering costs we must not compromise the health and safety of our employees and the impact on our environment, and therefore I will also strive to ensure that these issues are addressed by our Environment, Health, Safety and Sustainability Committee of which I am a member.

I look forward to helping Santos during these challenging times and I seek your support for my re-election."

RECOMMENDATION

The Board (with Mr Goh abstaining) recommends that shareholders vote **IN FAVOUR** of the re-election of Mr Goh.

3. REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 36 to 53 of the 2015 Annual Report and is also available from the Company's website (www.santos.com).

The Remuneration Report:

- outlines the key developments that impacted on Santos' remuneration strategy during 2015;
- explains the Board's policies in relation to the objectives and structure of remuneration;
- highlights the links between the Company's performance and the remuneration received by Directors and key management personnel ("KMP");
- explains the components of remuneration for Directors and KMP, including relevant performance conditions; and
- sets out the remuneration details for the Directors and other KMP of the Group.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

The shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, in accordance with section 250R of the Corporations Act. Voting restrictions apply in relation to this resolution and are described in the Notes Relating to Voting commencing on page 12.

RECOMMENDATION

The Board recommends that shareholders vote **IN FAVOUR** of adopting the Remuneration Report.

4. GRANT OF SHARE ACQUISITION RIGHTS TO MR KEVIN GALLAGHER

The Company is seeking the approval of shareholders for the grant of Share Acquisition Rights ("SARs") to the Managing Director and Chief Executive Officer, Mr Kevin Gallagher, under the Santos Employee Equity Incentive Plan ("SEEIP")¹ on the terms set out below.

Formerly known as the Santos Employee Share Purchase Plan which was approved by shareholders at the Annual General Meeting held on 5 May 2000.

TERMS AND CONDITIONS

Performance period	4 years commencing on 1 January 20 31 December 2019.	16 and ending on
Date of grant	If approval is obtained, the SARs will b soon as practicable after the Annual (they will not be granted more than 12 Annual General Meeting.	General Meeting. In any event,
Performance conditions	The Board has determined that the S Gallagher will be divided into 4 tranch 25% of the SARs.	
	The performance conditions for the v tranche are set out below.	resting of the SARs in each
Tranche 1: Relative TSR against ASX 100	25% of the SARs will be subject to the Return ("TSR") performance relative companies comprising the ASX 100 ir	to the TSR performance of the
	At the end of the performance period the other companies in the ASX 100 v Company's relative TSR ranking deter	vill be calculated and the
	The Board has decided that for the 2016 LTI grant to the CEO and Executives, a share price of \$3.85 will be used as the starting point when measuring the relative TSR performance of the Company, rather than the actual share price at the commencement of the performance period of 1 January 2016 (i.e. \$3.68). This will make it more difficult for the performance condition to be achieved, but was considered appropriate for the Executives because \$3.85 was the price shareholders paid to exercise their entitlements under the accelerated pro-rata renounceable rights issue announced by the Company on 9 November 2015. The CEO who joined the Company in February 2016 agreed to adopt the same starting share price for alignment with the Executives.	
	Once the Company's relative TSR ranking is determined, the SARs will vest according to the following vesting scale:	
	TSR percentile ranking	% of grant vesting
	Below 51st percentile	0%
	51st percentile	50%
	straight line pro rata vesting in between	
	76th percentile and above	100%

Relative TSR against S&P GEIrelative to the TSR performance of the companies comprising the Global Energy Index as at 1 January 2016.At the end of the performance period, the TSR of the Company a the other companies in the S&P Global Energy Index will be calcul and the Company's relative TSR ranking determined.Again, the Board has decided that for the 2016 LTI grant to the Cf and Executives, a share price of \$3.85 will be used as the starting when measuring the relative TSR performance of the Company.Once the Company's relative TSR ranking is determined, the SAR vest according to the following vesting scale:TSR percentile ranking% of tranche vestingBelow 51st percentile0%51st percentile50%Straight line pro rata vesting in between 76th percentile and above100% vestingTranche 3: Free Cash Flow Breakeven Point25% of the SARs will be subject to the Company's performance in lowering its Free Cash Flow Breakeven Point ("FCFBP").FCEBP is the US\$ oil price at which cash flows from operating activities equals cash flows from investing activities, as published Company's financial statements.This condition has been chosen in order to drive the underlying business to become an operationally efficient low cost producer focused on delivering shareholder value throughout the oil price co As the aim of the condition is to measure the performance of the company shareholder value throughout the oil price co As the aim of the condition is to measure the performance of the underlying business, the Board will have discretion to adjust the FO	:he 2: 25%			
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The Company's FCFBP will be measured at the end of the performance period, and the SARs will vest in accordance with th following vesting scale:	perfo	performance period, and the SARs will vest in accordance with the		
FCFBP % of grant vesting		FCFBP	% of grant vesting	
Above US\$40/boe 0%		Above US\$40/boe	0%	
Equal to US\$40/boe 50%		Equal to US\$40/boe	50%	
straight line pro rata vesting in between		straight line pro rata vesting in between		
Equal to or below US\$35/boe 100% vesting		straight line pro ra	ta vesting in between	
The Company's current FCFBP is circa US\$50/boe.	 Ec	0 1	3	

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continued

Tranche 4: Return on Average	25% of the SARs will be subject to the Company's performance in relation to Return on Average Capital Employed ("ROACE").		
Capital Employed	ROACE is measured as underlying earnings before interest and tax ("EBIT") divided by average capital employed, being shareholder's equity plus net debt, as published in the Company's financial statements. Average capital employed is calculated as the simple average of opening and closing balances.		
	This condition has been chosen in order to drive the underlying business to become an operationally efficient low cost producer focused on delivering shareholder value throughout the oil price cycle. As the aim of the condition is to measure the performance of the underlying business, the Board will have discretion to adjust the ROACE for individually material items that may otherwise distort the measurement.		
	The Company's ROACE will be measured at the end of the performance period and compared to the Company's weighted average cost of capital ("WACC") in order to determine whether the SARs will vest in accordance with the following vesting scale:		
	ROACE	% of grant vesting	
	Below 75% of WACC	0%	
	Equal to 75% of WACC	50%	
	straight line pro rata vesting in between		
	Equal to or above WACC	100% vesting	

Number of SARs	On 9 November 2015, the Company announced the appointment of Mr Gallagher as Managing Director and Chief Executive Officer on terms which included an annual long term incentive opportunity of 150% of his total fixed remuneration of \$1,800,000.		
	The number of SARs to be granted to Mr Gallagher has been determined using the 'face value' methodology, that is, by dividing an amount equivalent to 150% of Mr Gallagher's total fixed remuneration of \$1,800,000 by \$2.9956, being the volume weighted average price over the 5 trading days leading up to and including 1 February 2016, being the day Mr Gallagher commenced as CEO of the Company.		
	Based on the above formula, it is proposed that Mr Gallagher be granted 901,321 SARs.		
	The SARs will be granted at no cost to Mr Gallagher, and no amount is payable on vesting of the SARs if the performance conditions are met. Each SAR entitles Mr Gallagher to one fully paid ordinary share in the Company which, when allocated, will rank equally with shares in the same class. At Santos' election, cash to the same value can be paid as an alternative to providing shares.		
SARs granted under the SEEIP do not carry any dividend or rights until they vest. The SARs lapse if the performance or are not met. There is no re-testing.			
Other information	• Mr Gallagher is the only Director entitled to participate in SEEIP.		
	• There is no loan in relation to the SARs.		
	 The ASX Listing Rules require this Notice of Meeting to state the number and price of securities received by Mr Gallagher since the last shareholder approval. Since the last approval at the 2015 Annual General Meeting, 333,822 SARs were issued to Mr Gallagher (at no cost) as part of Mr Gallagher's appointment as Managing Director and Chief Executive Officer. 		
	 If this grant is approved, some or all of the SARs granted to Mr Gallagher may vest or lapse on cessation of employment, subject to the Board's discretion. Under the SEEIP, the Board also has discretion to vest or lapse the CEO's SARs if there is a change of control. 		
	 If approval is given by shareholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. 		

Voting restrictions apply in relation to this resolution and are described in the Notes Relating to Voting commencing on page 12.

Notice of Annual General Meeting

RECOMMENDATION

The non-executive Directors consider the grant of SARs to Mr Gallagher to be reasonable and appropriate in all the circumstances. The non-executive Directors recommend that shareholders vote **IN FAVOUR** of resolution 4.

NOTES RELATING TO VOTING

1. ENTITLEMENT TIME

The Board has determined in accordance with the Rules of the Company's Constitution and the Corporations Regulations that a person's entitlement to vote at the Annual General Meeting will be taken to be the entitlement of that person shown in the Register of Members as at 6.30 pm Adelaide time on Monday 2 May 2016.

2. VOTING EXCLUSIONS

Resolution 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's KMP named in the Company's Remuneration Report for the year ended 31 December 2015 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

Resolution 4

The Company will disregard any votes cast on resolution 4:

- by or on behalf of Mr Gallagher and any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 4:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

3. VOTING ENTITLEMENT ON A POLL

On a poll, every member has one vote for every fully paid ordinary share held.

4. PROXIES

The following information is relevant if you wish to appoint a proxy to vote on your behalf on resolutions at the Annual General Meeting.

The Chairman of the Annual General Meeting acting as proxy

You may appoint the Chairman of the Annual General Meeting as your proxy. In addition, the Chairman of the meeting is deemed to be appointed where a signed proxy form is returned which does not contain the name of the proxy or where the person appointed on the form is absent.

If a member directs the Chairman how to vote on an item of business, the Chairman must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote all available proxies in favour of each resolution.

In relation to each of the remunerationrelated resolutions (being resolutions 3 and 4), if the Chairman of the meeting is appointed as your proxy, and you have not directed your proxy how to vote on the relevant resolution, please note that by completing and returning the proxy form accompanying this Notice you will be expressly authorising the Chairman of the meeting to exercise your undirected proxy on these resolutions even though they are connected with the remuneration of the Company's key management personnel.

Directing your proxy how to vote

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form.

If you mark the abstain box for a particular item you are directing your proxy not to vote on your behalf and your shares will not be counted in computing the required majority on a poll.

If you do not mark a voting instructions box in respect of a resolution your proxy can vote as he or she decides, subject to any voting exclusions that apply to the proxy.

Does the proxy you appoint need to be a member?

A proxy may be an individual or a body corporate, and need not be a member of the Company.

Appointing two proxies

A member entitled to attend and vote is entitled to appoint not more than two proxies. If you wish to appoint two proxies please obtain a second proxy form by telephoning the Share Registry on 1300 017 716 (within Australia) or +61 3 9938 4343 (outside Australia) or by sending a fax to 1800 783 447. Both forms should be completed specifying the nominated percentage or number of your votes given to each proxy. Please return both proxy forms together. If the proxy forms do not specify the proportion or number of your votes, each proxy may exercise half of the votes. Where more than one proxy is appointed and both attend the meeting, neither proxy is entitled to vote on a show of hands.

Appointment of a body corporate representative as a proxy

Where a member appoints a body corporate as proxy, that body corporate will need to ensure that:

- it appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act (the "Certificate of Appointment of Corporate Representative" that can be obtained from the Share Registry can be used for this purpose); and
- the instrument appointing the corporate representative is received by the Company at its registered office by the time referred to below.

Completing the proxy form

A proxy form must be signed by the member or his/her attorney or, in the case of a corporation, executed in accordance with section 127 of the Corporations Act or signed by an authorised officer or attorney. If the proxy form is signed by an attorney or by the authorised officer of a corporation, the power of attorney or other authority (or a notarially certified copy) must accompany the form

unless it has previously been provided to the Company. If the proxy form is sent electronically or by fax, any accompanying power of attorney or other authority must be certified.

Lodgement of proxy forms

Proxy forms must be received by the Company by 10.00 am Adelaide time on Monday 2 May 2016. You may lodge your proxy form:

- electronically via www.investorvote.com.au;
- by hand delivery to Computershare Investor Services Pty Ltd, 452 Johnson Street, Abbotsford, Victoria 3067;
- by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001; or
- by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

5. APPOINTING AN ATTORNEY TO VOTE ON YOUR BEHALF

Where a member appoints an attorney to act on his/her behalf at the meeting, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by the Company at Computershare Investor Services by hand or post as set out in section 4 above, by the time referred to in section 4 above.

6. APPOINTING A CORPORATE REPRESENTATIVE

Where a member is a corporation and appoints a representative under section 250D of the Corporations Act, appropriate evidence of the appointment must be produced. A "Certificate of Appointment of Corporate Representative" can be obtained from the Share Registry. It should be completed prior to the Annual General Meeting and presented at the registration desk on the day of the meeting.

7. CUSTODIAN VOTING

For intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

AGM venue location Adelaide Convention Centre

GETTING TO THE AGM

AGM Venue

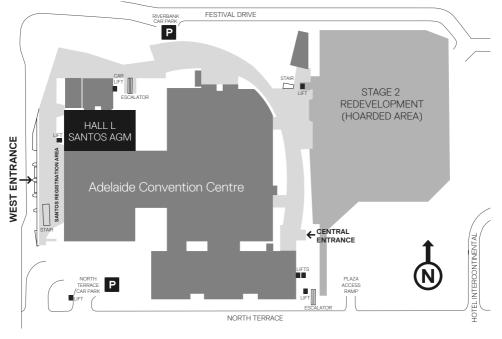
The Santos AGM will be held in Hall L of the Adelaide Convention Centre, North Terrace, Adelaide. We suggest, for your convenience, entering via the 'West Entrance'.

Car Parking

Car parking is available in the Riverbank Car Park and the North Terrace Car Park. The map on the following page shows access routes to car-parking facilities.

Public transport

- Taxi ranks are located on Morphett Bridge
 and North Terrace
- The Adelaide Railway Station is located a short walk from the Adelaide Convention Centre
- Buses and Trams are available on North Terrace



Ground level

Notice of Annual General Meeting 2016/15

