



Oil Search

The power
of **PARTNERSHIP**

2017 NOTICE OF MEETING

2017

NOTICE OF MEETING

Notice is hereby given that the eighty-sixth Annual Meeting (the Meeting) of Members of Oil Search Limited (Oil Search or the Company) will be held in the Ballroom at the Crowne Plaza Hotel, Port Moresby, Papua New Guinea, on Friday, 19 May 2017, at 9:30 am (Port Moresby time).



ORDINARY BUSINESS

1. To receive and consider the financial statements for the Company, together with the Directors' Report and Auditor's Report, for the year ended 31 December 2016.
2. To re-elect Sir Kostas Constantinou as a director of the Company. Sir Kostas retires in accordance with clause 15.3(b) of the Company's Constitution and, being eligible to do so, offers himself for re-election.
3. To re-elect Dr Agu Kantsler as a director of the Company. Dr Kantsler retires in accordance with clause 15.3(b) of the Company's Constitution and, being eligible to do so, offers himself for re-election.
4. To elect Mr Melchior (Mel) Togolo as a director of the Company. Mr Togolo retires in accordance with clause 15.3(a) of the Company's Constitution and, being eligible to do so, offers himself for election.
5. To elect Ms Fiona Harris as a director of the Company. Ms Harris retires in accordance with clause 15.3(a) of the Company's Constitution and, being eligible to do so, offers herself for election.
6. In accordance with Section 190 of the PNG Companies Act (1997), to appoint an auditor and in accordance with Section 191 of the PNG Companies Act (1997) to authorise the directors to fix the fees and expenses of the auditor. Deloitte Touche Tohmatsu retires in accordance with Section 190 of the PNG Companies Act (1997) and being eligible to do so, offers itself for re-appointment.

SPECIAL BUSINESS

1. To approve the award of 315,000 Performance Rights (PRs) to Managing Director, Mr Peter Botten, pursuant to the rules and terms of issue of the Long Term Incentive Plan (LTI Plan).
2. To approve the award of 61,800 Performance Rights to Executive Director, Mr Gereia Aopi, pursuant to the rules and terms of issue of the LTI Plan.
3. To approve the award of 277,966 Restricted Shares to Managing Director, Mr Peter Botten, pursuant to the LTI Plan by way of a mandatory deferral of 50% of the Managing Director's short term incentive in respect of the 2016 year.
4. To approve the award of 47,930 Restricted Shares to Executive Director, Mr Gereia Aopi, pursuant to the LTI Plan by way of a mandatory deferral of 50% of the Executive Director's short term incentive in respect of the 2016 year.

All items of Special Business will be treated as ordinary resolutions.

By Order of the Board

A handwritten signature in blue ink, appearing to read 'Stephen Gardiner', written over a light blue grid background.

Stephen Gardiner
GROUP SECRETARY

Date: 22 March 2017

NOTE

A Member entitled to attend and vote at the Meeting may appoint a proxy, who need not necessarily be a Member of the Company. A proxy form is enclosed and, where a proxy is to be appointed, the proxy form should be completed and lodged at any one of the following addresses not less than 48 hours before the time at which the Meeting is to be held:

The registered office of the Company:

Ground Floor
Harbourside East Building
Stanley Esplanade
Port Moresby, NCD

PO Box 842, Port Moresby
PAPUA NEW GUINEA

Facsimile: (675) 322 5566

The office of the Company in Australia:

1 Bligh Street
Sydney NSW 2000
GPO Box 2442
Sydney NSW 2001
AUSTRALIA

Facsimile: (61 2) 8207 8500

The office of the Company's share registry service:

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

Facsimile: 1800 783 447 (within Australia)
(61 3) 9473 2555 (outside Australia)

VOTING EXCLUSION STATEMENT FOR SPECIAL BUSINESS ITEMS 1, 2, 3 AND 4

Pursuant to ASX Listing Rules 10.14 and 10.15A.6, the Company will disregard any votes cast on Items 1, 2, 3 and 4 of the Special Business by Mr Peter Botten and Mr Gereia Aopi, being the only directors eligible to participate in the Long Term Incentive Plan, and any of their associates.

However, the Company need not disregard a vote if:

- ◆ it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- ◆ it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES FOR ORDINARY BUSINESS ITEMS 1, 2, 3, 4, 5 AND 6

RESOLUTION 1 – FINANCIAL STATEMENTS, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Company's financial statements, together with the Directors' Report and the Auditor's Report for the year ended 31 December 2016, will be put to the Meeting for consideration.

There is no requirement for the Meeting to approve these reports. However, the Chairman will allow reasonable opportunity for shareholders to ask questions or make comments about the reports and regarding the management of the Company.

Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and the contents of the Auditor's Report.

As Oil Search is a company incorporated in Papua New Guinea, it is not bound by the provisions of the Australian Corporations Act 2001 requiring the inclusion of a remuneration report in the Directors' Report, nor the requirement to submit the report to a non-binding advisory vote at the Annual Meeting. However, in the interest of good governance, the Company elects to include a Remuneration Report in the Directors' Report that has been prepared in conformity with the requirements of section 300A of the Australian Corporations Act 2001.

Oil Search's 2016 Annual Report has been made available to shareholders and is located on the Company's website at the following address:

<http://www.oilsearch.com/Investor-Centre/ASX-Releases/Annual-Reports.html>

RESOLUTIONS 2, 3, 4 AND 5 – RE-ELECTION AND ELECTION OF DIRECTORS

Sir KG Constantinou, OBE, (Non-Executive Director), 59 years

Sir Kostas joined the Board on 16 April 2002. He is a prominent business figure in Papua New Guinea, holding a number of high level public sector and private sector appointments. Sir Kostas is Chairman of various companies, including Airways Hotel and Apartments Limited, Lamana Hotel Limited, Lamana Development Limited, Alotau International Hotel and Bank of South Pacific Limited. He is a Director of Heritage Park Hotel in Honiara, Gazelle International Hotel in Kokopo, Grand Pacific Hotel in Fiji, Taumeasina Island Resort in Samoa, Good Taste Company in New Zealand and Loloata Island Resort Limited in Papua New Guinea. Sir Kostas is also Vice Chairman of the Employers Federation of Papua New Guinea and Honorary Consul for Greece in Papua New Guinea.

The Board assesses Sir Kostas to be an independent director and, with Sir Kostas abstaining, recommends that shareholders vote in favour of Sir Kostas' re-election.

Dr AJ Kantsler, BSc (Hons), PhD, FTSE, GAICD, (Non-Executive Director), 66 years

Dr Kantsler joined the Board on 19 July 2010. Dr Kantsler was with Woodside Petroleum for 15 years, where he was Executive Vice President Exploration and New Ventures from 1995 to 2009 and Executive Vice President Health, Safety and Security. Before joining Woodside Petroleum, Dr Kantsler had extensive experience with the Shell Group of Companies, working in various exploration roles in Australia and internationally. Dr Kantsler has been a director of Forte Consolidated Limited and Savcor Group Limited. He was also Councillor and Director of the Australian Petroleum Production and Exploration Association (APPEA) for 15 years, where, as well as being chairman of several of APPEA's committees, he was Chairman from 2000 to 2002. Dr Kantsler was also a founding member of the Australian Government's Council for Australian Arab Relations from 2003 to 2009. He is Managing Director of Transform Exploration Pty Ltd and President of the Chamber of Commerce and Industry, WA.

The Board assesses Dr Kantsler to be an independent director and, with Dr Kantsler abstaining, recommends that shareholders vote in favour of Dr Kantsler's re-election.

Mr MP Togolo, CBE, BEcon (Hons), MA (Econ), MA (Geography), MAICD, (Non-Executive Director), 70 years

Mr Togolo joined the Board on 1 October 2016. He has more than 24 years' experience in the mining industry. He is currently the PNG Country Manager for Nautilus Minerals and prior to that was the head of corporate affairs at Placer Dome Niugini Limited. Mr Togolo is a non-executive director of NASFUND and serves on other boards, both in PNG and other countries, including Panamex Singapore Holdings Limited, Heritage Park Hotel, Grand Pacific Hotel and Loloata Island Resort. He has previously served

on the boards of a number of leading PNG companies. He was a founding member of the Business Council of Papua New Guinea and was the President of that Council for more than six years.

The Board assesses Mr Togolo to be an independent director and, with Mr Togolo abstaining, recommends that shareholders vote in favour of Mr Togolo's election.

Ms FE Harris, BCom, FCA (Aust), FAICD, (Non-Executive Director), 56 years

Ms Harris re-joined the Board on 1 January 2017, after previously serving as a director from March 2013 to December 2015. Ms Harris has over twenty years of experience as a non-executive director, including on a number of internationally-focused listed energy and natural resources companies, and is a former WA State President and National Board Member of the Australian Institute of Company Directors. Ms Harris currently is a non-executive director of listed entities BWP Trust and Infigen Energy Limited. In the past three years she was also Chairman of Toro Energy Limited. Prior to commencing her career as a non-executive director, Ms Harris was a partner at chartered accountants KPMG, working in Perth, San Francisco and Sydney.

The Board assesses Ms Harris to be an independent director and, with Ms Harris abstaining, recommends that shareholders vote in favour of Ms Harris' election.

RESOLUTION 6 – RE-APPOINTMENT OF AUDITOR

The resolution to re-appoint the Company's auditor, Deloitte Touche Tohmatsu, to hold office from the conclusion of this Meeting until the conclusion of the Company's next Annual Meeting, is formally put to shareholders, in accordance with Section 190 of the PNG Companies Act (1997).

The Board recommends that shareholders vote in favour of the re-appointment of Deloitte Touche Tohmatsu.

EXPLANATORY NOTES FOR SPECIAL BUSINESS ITEMS 1, 2, 3 AND 4

RESOLUTIONS 1 AND 2 – ISSUE OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR, MR PETER BOTTEN, AND TO EXECUTIVE DIRECTOR, MR GEREA AOPI UNDER THE LONG TERM INCENTIVE PLAN

Resolutions 1 and 2 of the Special Business deal respectively with the proposed award of 315,000 PRs to Managing Director, Mr Peter Botten and with the proposed award of 61,800 PRs to Executive Director, Mr Gereia Aopi.

At the Annual Meeting in 2004, shareholders approved equity incentive arrangements for senior executives and other employees of the Company. Following changes in Australian tax legislation, the existing equity incentive arrangements were reviewed and consolidated as the Long Term Incentive Plan.

Under the LTI Plan, from 2014 onwards, awards of the following can be made:

- ◆ Performance Rights for key executives and senior employees;
- ◆ Restricted Shares for key executives and senior employees; and
- ◆ Share Rights for other employees.

The key terms applying to the award of PRs under the LTI Plan are summarised below.

A. TYPE OF AWARD

Awards of PRs are structured as rights to acquire ordinary shares in the Company for nil consideration, provided specified performance hurdles are met within defined time periods.

The LTI Plan rules allow participation by any executive, executive director or any other employee deemed to be eligible by the Board.

Awards under the plan are expressed as a number of PRs to acquire a defined number of ordinary shares in the Company (generally one share for each PR).

B. PURCHASE PRICE

Recipients of PRs are not required to pay any amount in respect of the PRs or upon acquisition of the shares pursuant to the PRs.

C. SIZE OF AWARD

The Board determines the dollar value of the annual PR award to be issued to each participant through an assessment of market remuneration practices and in line with Oil Search's executive remuneration strategy.

The number of PRs is then determined by dividing the dollar value of the PR award by the volume weighted average price of Oil Search shares for the five days following the announcement of the Company's 2016 full year results and then rounding to the nearest one hundred PRs.

D. FREQUENCY OF AWARDS

Awards under the LTI Plan are made annually, normally following the Company's Annual Meeting.

E. VESTING OF PRS

PRs vest three years after the date of issue to the extent performance criteria have been met and are automatically exercised.

F. PERFORMANCE CRITERIA

The performance criteria for the vesting of PRs are based on the Company's Total Shareholder Return (TSR) over the three-year performance period.

Following a review of the measures in late 2016, it was decided that while not perfect, TSR remains the best way of aligning executive long term incentives with shareholder experience. However, to strengthen the link between Oil Search's performance relative to industry peers, the portion of awards tested against the

Oil & Gas peer group will be increased from one half to two thirds of awards for 2017 onwards.

The Board believes this will enhance the alignment of executive rewards to Oil Search's performance relative to industry peers. In part, this also reflects the Company's changing shareholder base, which has become increasingly international. The remaining one third of awards will continue to be measured against the ASX50, retaining some alignment of executive rewards to Oil Search's performance relative to large Australian listed companies.

To moderate the impact of foreign currency movements on the vesting calculations, half of the award component tested against the international peer group will be measured based on Oil Search's and other companies' TSR in a common currency (USD) and the other half of the award considering Oil Search's and other companies' TSR in the local currency of the country of primary listing (which for Oil Search is Australia). Moderating the impact of foreign currency movements will increase executives' perceived value of the long term incentives by de-emphasising the importance of foreign currency movements on the outcome, as such movements are beyond the control of executives. No changes will be made to the method of calculation of TSR outcomes for any prior year awards.

The performance period for the award of PRs made in 2017 will be the three-year period from 1 January 2017 to 31 December 2019.

To determine the number of awards vesting, the Company's TSR over the performance period will be ranked as follows:

- i. as regards one third of the award, against the TSR of each of the constituents of the S&P/ASX50 Index (excluding property trusts and non-standard listings) as at the commencement of the three-year performance period; and
- ii. as regards one third of the award, against the TSR of each of the constituents of the S&P Global 1200 Energy Index at the commencement of the three-year performance period. TSR outcomes for this part of the award are measured in a US dollar base for Oil Search and each constituent company; and
- iii. as regards the final third of the award, against the TSR of each of the constituents of the S&P Global 1200 Energy Index at the commencement of the three-year performance period. TSR outcomes for this part of the award are measured in the local currency of the country of main listing for Oil Search and each constituent company.

If, in regard to each part of the award described in F) i), ii) or iii), the Company's TSR performance is:

- ◆ below median, that is, the 50th percentile, the number of PRs comprising that part of the award that vest will be zero;
- ◆ at median, the number of PRs that vest will be 50% of the total number of PRs comprised in that part of the award;
- ◆ greater than median and less than the 75th percentile, the number of PRs that vest will increase on a straight line basis from 50% to 100% of the total number of PRs comprised in that part of the award; or

- ◆ equal to or greater than the 75th percentile, the number of PRs that vest will be 100% of the total number of PRs comprised in that part of the award.

The Board retains discretion to allow vesting of all PRs and to waive any restrictions in the event of a change of control or de-merger of the Company.

G. LAPSING OF PRS

PRs that do not vest following assessment of the performance conditions lapse immediately.

Generally, unvested PRs will lapse on cessation of employment, unless the Board determines otherwise. If the participant's employment ends by reason of death, illness, total or permanent disablement, redundancy or in circumstances approved by the Board, unvested PRs will not vest or lapse, but will remain on foot after cessation of employment and will vest or lapse in due course, depending on whether the performance conditions are achieved (subject to the Board's discretion to determine otherwise prior to or around the time of cessation).

The Board may also determine to cancel a participant's unvested PRs if, in the opinion of the Board, the participant has breached their obligations to the Oil Search Group.

H. MANAGEMENT OF THE LTI PLAN AND OTHER GENERAL TERMS

The LTI Plan is administered by the Board.

The LTI Plan rules provide flexibility to allow the use of newly awarded or existing shares (for example through purchase on-market) to satisfy awards under the LTI Plan.

PRs do not attract dividends or voting rights.

The Board may engage third party share managers to assist with the administration of the LTI Plan.

I. MAXIMUM NUMBER OF SHARES TO BE ISSUED

The aggregate number of shares and shares subject to outstanding rights (that is, rights that have not yet been exercised and that have not lapsed) that have been awarded under all of Oil Search's equity incentive plans will not exceed 5% of Oil Search's issued share capital.

ASX Listing Rule 10.14 requires shareholder approval before the following persons can acquire securities in the Company under an employee incentive plan:

- ◆ a director of the entity;
- ◆ an associate of the director of the entity; and
- ◆ a person whose relationship with the entity is, in the ASX's opinion, such that approval should be obtained.

Accordingly, shareholder approval is sought in respect of the award of 315,000 PRs to Managing Director, Mr Peter Botten and the award of 61,800 PRs to Executive Director, Mr Gereia Aopi, in accordance with the LTI Plan.

ASX Listing Rule 10.15A requires certain information to be given in a notice of meeting to approve the acquisition of securities under an employee incentive plan.

For the purposes of ASX Listing Rule 10.15A, and as noted under the terms of the LTI Plan, it is proposed to award PRs in respect of the 2017 financial year as follows:

NAME AND TITLE OF PARTICIPANT	NO. OF PRS TO BE AWARDED	ACQUISITION PRICE
Mr Peter Botten Managing Director	315,000	Nil
Mr Gereia Aopi Executive Director	61,800	Nil

- ◆ Mr Peter Botten and Mr Gereia Aopi may each acquire one ordinary share in the capital of the Company for each PR awarded to them. However, the ability of Mr Peter Botten and Mr Gereia Aopi to exercise the PRs is subject to the performance conditions described in the summary of the LTI Plan set out on pages 5 and 6 being met;
- ◆ Mr Peter Botten and Mr Gereia Aopi are the only directors eligible to participate in the LTI Plan;
- ◆ As the acquisition price is nil, there are no loans in relation to the acquisition of the PRs by Mr Peter Botten and Mr Gereia Aopi;
- ◆ details of any PRs awarded under the LTI Plan will be published in each annual report of the Company relating to a period in which PRs have been awarded, and the report will state that approval for the award of those PRs was obtained under ASX Listing Rule 10.14;
- ◆ no additional person for whom shareholder approval is required under ASX Listing Rule 10.14 may participate in the LTI Plan until approval is obtained in accordance with ASX Listing Rule 10.14; and
- ◆ PRs for the 2017 performance year will be awarded to Mr Peter Botten and Mr Gereia Aopi as soon as practicable following the close of the Meeting and, in any event, no later than three years after the date of the Meeting.

For the purposes of ASX Listing Rule 10.14, following approval at the 2016 Annual Meeting:

- ◆ Mr Peter Botten received 326,900 PRs under the LTI Plan. The acquisition price of the PRs was nil; and
- ◆ Mr Gereia Aopi received 64,100 PRs under the LTI Plan. The acquisition price of the PRs was nil.

RESOLUTIONS 3 AND 4 - ISSUE OF RESTRICTED SHARES TO MANAGING DIRECTOR, MR PETER BOTTEN, AND TO EXECUTIVE DIRECTOR, MR GEREIA AOPI

Resolutions 3 and 4 of the Special Business deal with the proposed award of 277,966 Restricted Shares to Managing Director, Mr Peter Botten, and with the proposed award of 47,930 Restricted Shares to Executive Director, Mr Gereia Aopi, pursuant to the LTI Plan.

The Company introduced the Restricted Share Plan in 2007. Following changes in Australian tax legislation, the existing equity incentive arrangements were reviewed and consolidated as the LTI Plan.

The key terms applying to the issue of Restricted Shares under the LTI Plan are summarised below.

A. TYPE OF AWARD

Participants are required to defer 50% of their STI award for a financial year into Restricted Shares. Deferral of the prescribed portion of the STI award will be mandatory for employees, including all senior executives, selected to participate in the arrangement.

B. SIZE OF AWARDS

The number of Restricted Shares awarded is determined by dividing 50% of the participant's STI award by the volume weighted average price of Oil Search shares for the five days following the announcement of the Company's 2016 full year results and then rounding to the nearest whole Restricted Share.

C. FREQUENCY OF AWARDS

It is envisaged that annual awards will be made to the extent that STI awards are determined for eligible senior management employees.

D. VESTING OF AWARDS

Shares awarded in the second quarter of 2017 (in respect of the 2016 financial year) will automatically vest on 1 January 2019.

E. PERFORMANCE CRITERIA

Performance criteria determine the quantum of the STI award based on achievement of safety, operating, financial, exploration success and business growth targets set by the Board for the relevant financial year. No additional performance conditions apply to the Restricted Shares received by way of the mandatory deferral of a portion of a participant's STI award other than continued employment until the vesting date.

F. DIVIDENDS

Participants who receive Restricted Shares as part of STI awards will be entitled to receive dividends on those Restricted Shares.

ASX Listing Rule 10.14 requires shareholder approval before the following persons can acquire securities in the Company under an employee incentive plan:

- ◆ a director of the entity;
- ◆ an associate of the director of the entity; and
- ◆ a person whose relationship with the entity is, in the ASX's opinion, such that approval should be obtained.

Accordingly, shareholder approval is sought in respect of the award of 277,966 Restricted Shares to Managing Director, Mr Peter Botten and the award of 47,930 Restricted Shares to Executive Director, Mr Gereaa Aopi, in accordance with the LTI Plan.

ASX Listing Rule 10.15A requires certain information to be given in a notice of meeting to approve the acquisition of securities under an employee incentive plan.

For the purposes of ASX Listing Rule 10.15A, participants who will be awarded Restricted Shares pursuant to the LTI Plan by way of mandatory deferral of 50% of their STI award for 2016, following approval at the 2017 Annual Meeting are:

NAME AND TITLE OF PARTICIPANT	NO. OF RESTRICTED SHARES TO BE AWARDED	ACQUISITION PRICE
Mr Peter Botten Managing Director	277,966	Nil
Mr Gereaa Aopi Executive Director	47,930	Nil

- ◆ Mr Peter Botten and Mr Gereaa Aopi are the only directors eligible to participate in the LTI Plan;
- ◆ as the acquisition price is nil, there are no loans in relation to the acquisition of the Restricted Shares by Mr Peter Botten and Mr Gereaa Aopi;
- ◆ no additional person for whom shareholder approval is required under ASX Listing Rule 10.14 may participate in the LTI Plan until approval is obtained in accordance with Listing Rule 10.14;
- ◆ details of any Restricted Shares awarded under the LTI Plan will be published in each Annual Report of the Company relating to a period in which Restricted Shares have been awarded and the report will state that approval under ASX Listing Rule 10.14 was obtained; and
- ◆ Mr Peter Botten and Mr Gereaa Aopi will be required to defer 50% of their short term incentive awards for the 2016 financial year into restricted shares issued during the second quarter 2017 and, in any event no later than three years after the date of the Meeting. Awards will vest no later than two years after the date of the Meeting.

For the purposes of ASX Listing Rule 10.14, following approval at the 2016 Annual Meeting:

- ◆ Mr Peter Botten received 228,875 Restricted Shares by way of mandatory deferral of 50% of his STI award for 2015. The acquisition price of the Restricted Shares was nil; and
- ◆ Mr Gereaa Aopi received 37,766 Restricted Shares by way of mandatory deferral of 50% of his STI award for 2015. The acquisition price of the Restricted Shares was nil.



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