
ASX Announcement

19 May 2017

2017 Annual Meeting Resolutions

In accordance with ASX Listing Rule 3.13.2, Oil Search Limited (the Company) advises that, Ordinary Business resolutions 2, 3, 4, 5 and 6, and Special Business resolutions 1, 2, 3 and 4 considered at the Company's Annual Meeting held on Friday 19 May 2017 were approved by the Meeting.

Ordinary Business resolution 7 – Strategic Resilience for 2035 and Beyond was withdrawn by the proposing shareholder and consequently was not put to a vote at the Meeting.

Ordinary Business resolution 8 – Human Rights Compliance and Reporting was not carried as a resolution.

The Annual Meeting resolved to:

ORDINARY BUSINESS

2. Re-elect Sir Kostas Constantinou as a director of the Company.
3. Re-elect Dr Agu Kantsler as a director of the Company.
4. Elect Mr Mel Togolo as a director of the Company.
5. Elect Ms Fiona Harris as a director of the Company.
6. Re-appoint Deloitte Touche Tohmatsu as the Company's auditor and to authorise the directors to fix the fees and expenses of the auditor.

SPECIAL BUSINESS

1. Approve the award of 315,000 Performance Rights to Managing Director, Mr Peter Botten.
2. Approve the award of 61,800 Performance Rights to Executive Director, Mr Gereia Aopi.
3. Approve the award of 277,966 Restricted Shares to Managing Director, Mr Peter Botten.
4. Approve the award of 47,930 Restricted Shares to Executive Director, Mr Gereia Aopi.

The attached slides summarise the proxy voting received in respect of each of the Ordinary Business and Special Business resolutions.



STEPHEN GARDINER

Group Secretary

For further information please contact:

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Group Secretary

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2017 ANNUAL MEETING

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9.30am, Friday 19 May, 2017 | Crowne Plaza Hotel, Port Moresby, PNG

OIL SEARCH LIMITED | ARBN 055 079 868 | ASX: OSH | POMS0X: OSH | US ADR: OISHY

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ARBN 055 079 868



Ordinary Business Resolution 1

To receive and consider the financial statements for the Company, together with the Directors' Report and the Independent Auditor's Report, for the year ended 31 December 2016.



Ordinary Business Resolution 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.

Votes FOR: 879,937,602

Votes AGAINST: 50,758,941

Open proxy votes
(Chairman):

1,974,891





Ordinary Business Resolution 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.

Votes FOR: 926,540,923

Votes AGAINST: 4,164,667

Open proxy votes
(Chairman):

2,007,267





Ordinary Business Resolution 4

To elect Mr 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.

Votes FOR: 921,926,981

Votes AGAINST: 8,753,003

Open proxy votes
(Chairman):

1,982,531





Ordinary Business Resolution 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.

Votes FOR: 927,565,618

Votes AGAINST: 3,143,009

Open proxy votes
(Chairman):

1,983,933





Ordinary Business Resolution 6

In accordance with Section 190 of the Companies Act (1997), to appoint an auditor and in accordance with Section 191 of the 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 Companies Act (1997) and being eligible to do so, offers itself for re-appointment.

Votes FOR: 924,296,419

Votes AGAINST: 6,439,940

Open proxy votes (Chairman): 2,008,047



Ordinary Business Resolution 7

Ordinary Business resolution 7 – Strategic Resilience for 2035 and Beyond was withdrawn by the proposing shareholder and consequently was not put to a vote at the Meeting.



Ordinary Business Resolution 8

We urge the Board of Directors to report to shareholders, at reasonable cost and omitting proprietary information, on the measures our company has in place to ensure that it acts in accord with the United Nations Guiding Principles on Business and Human Rights (a “UNGPs assessment”), and in compliance with the Voluntary Principles on Security and Human Rights (a “Voluntary Principles compliance assessment”) in respect of our operations in the PNG Southern Highlands addressing the following:

- a) Methodology for the assessments;
- b) Methodology used to track and measure performance, including key performance indicators;
- c) Nature and extent of consultation with relevant stakeholders (including external experts) in connection with the assessments;
- d) Actual and/or potential human rights risks identified in the course of the UNGPs assessment, and risks to compliance identified in the course of the Voluntary Principles compliance assessment (or a statement that no such risks have been identified);
- e) Material gaps in our company’s compliance with the Voluntary Principles; and
- f) How the results of the UNGPs assessment and the Voluntary Principles compliance assessment are incorporated into company policies and decision-making.

The report should be made available to shareholders on our company’s website no later than 1 February 2018.

Votes FOR: 57,209,816

Votes AGAINST: 864,970,969

Open proxy votes (Chairman): 905,210



Special Business Resolution 1

To approve the award of 315,000 Performance Rights to Managing Director, Peter Botten, pursuant to the rules and terms of issue of the Long Term Incentive Plan (LTI Plan).

Votes FOR: 897,896,283

Votes AGAINST: 32,971,186

Open proxy votes (Chairman): 408,275



Special Business Resolution 2

To approve the award of 61,800 Performance Rights to Executive Director, Gereia Aopi, pursuant to the rules and terms of issue of the LTI Plan.

Votes FOR: 897,928,431

Votes AGAINST: 33,025,002

Open proxy votes (Chairman): 408,275



Special Business Resolution 3

To approve the award of 277,966 Restricted Shares to Managing Director, 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.

Votes FOR: 893,300,575

Votes AGAINST: 37,559,372

Open proxy votes (Chairman): 408,275



Special Business Resolution 4

To approve the award of 47,930 Restricted Shares to Executive Director, 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.

Votes FOR: 893,473,584

Votes AGAINST: 37,455,601

Open proxy votes (Chairman): 408,489



Thank you

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