

Appendix 3B
New issue announcement,
application for quotation of additional securities
and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of Entity

SANTOS LIMITED

ABN

80 007 550 923

ASX: STO

We (the entity) give ASX the following information.

Part 1 – All issues

You must complete the relevant sections (attach sheets if there is not enough space)

1 Class of securities issued or to be issued

Share Acquisition Rights (SARs) granted pursuant to the Santos Employee Equity Incentive Plan (SEEIP).

2 Number of securities issued or to be issued (if known) or maximum number which may be issued

671,641 SARs, each being a conditional entitlement to receive 1 fully paid ordinary share in the capital of the Company, subject to the satisfaction of performance conditions.

3 Principal terms of the securities (eg. if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)

Refer Annexure A.

4 Do the securities rank equally in all respects from the issue date with an existing class of quoted securities?

Shares allocated on vesting of SARs will rank equally with other fully paid ordinary shares.

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5	Issue price or consideration	Issued at no cost upon grant.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of SARs to the CEO pursuant to the terms of SEEIP and in accordance with shareholder approval granted at the AGM held on 4 May 2017.
6a	Is the entity an eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the securities the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of securities issued without security holder approval under rule 7.1	
6d	Number of securities issued with security holder approval under rule 7.1A	
6e	Number of securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of securities issued under an exception in rule 7.2	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	
7	Issue Dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	22 May 2017

8	Number and class of all securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	Class
		2,082,911,041	Fully paid ordinary shares
9	Number and class of all securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	Class
		12,500	Executive share plan '0' shares of 25 cents each paid to 1 cent.
		12,500	Executive share plan '2' shares of 25 cents each paid to 1 cent.
		12,274,602	Share Acquisition Rights issued pursuant to the Santos Employee Equity Incentive Plan (SEEIP).
		1,159,288	Executive options issued pursuant to the Santos Executive Share Option Plan.
		209,418	Fully paid ordinary shares issued pursuant to the vesting of SARs.
		10,979	Fully paid ordinary shares issued pursuant to the Non-Executive Director Share Plan.
		1,614,883	Share Acquisition Rights issued pursuant to the ShareMatch Plan.
		85,408	Fully paid ordinary shares issued pursuant to the vesting of ShareMatch.
		5,378	Fully paid ordinary shares Issued pursuant to the vesting of SARs.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	If the relevant performance conditions are satisfied the SARs vest and ordinary shares in the Company will be allocated and will thereafter rank equally with other fully paid ordinary shares.	

Part 2 – Bonus issue or pro rata issue

11	Is security holder approval required?	<input type="text"/>
12	Is the issue renounceable or non-renounceable?	<input type="text"/>
13	Ratio in which the securities will be offered	<input type="text"/>
14	Class of securities to which the offer relates	<input type="text"/>
15	Record date to determine entitlements	<input type="text"/>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<input type="text"/>
17	Policy for deciding entitlements in relation to fractions	<input type="text"/>
18	Names of countries in which the entity has security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference : Rule 7.7	<input type="text"/>
19	Closing date for receipt of acceptances or renunciations	<input type="text"/>
20	Names of any underwriters	<input type="text"/>
21	Amount of any underwriting fee or commission	<input type="text"/>
22	Names of any brokers to the issue	<input type="text"/>
23	Fee or commission payable to the broker to the issue	<input type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<input type="text"/>
25	If the issue is contingent on security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<input type="text"/>

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	Issue date	

Part 3 – Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36 If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
 1 – 1,000
 1,001 – 5,000
 5,001 – 10,000
 10,001 – 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

- 38 Number of securities for which quotation is sought
- 39 Class of securities for which quotation is sought
- 40 Do the securities rank equally in all respects from the issue date with an existing class of quoted securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
-
- 42 Number and class of all securities quoted on ASX (*including* the securities in clause 38)
- | Number | Class |
|---|---|
| <input style="width: 95%; height: 95%;" type="text"/> | <input style="width: 95%; height: 95%;" type="text"/> |
- 43 Number and class of all securities not quoted on ASX
- | Number | Class |
|---|---|
| <input style="width: 95%; height: 95%;" type="text"/> | <input style="width: 95%; height: 95%;" type="text"/> |

Quotation Agreement

1. Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.
2. We warrant the following to ASX:
 - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those securities should not be granted quotation.
 - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
3. We will indemnify the ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
 4. We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on this information and documents. We warrant that they are (will be) true and complete.

Sign here: _____
Company Secretary

Date: 22 May 2017

Print name: DAVID THUAN JIN LIM

New issue announcement, application for quotation of additional securities and agreement

ANNEXURE A

Performance Conditions SARs – 4 Year Grant

Number of SARs	671,641
Issue price	Nil
Principal terms	<p>The Share Acquisition Rights (SARs) will be divided into four tranches, each of which will comprise 25% of the SARs, with each being subject to separate relative performance conditions over the performance period.</p> <p>The performance period starts on 1 January 2017 and ends on 31 December 2020.</p> <ul style="list-style-type: none"> • Tranche 1 (167,911 SARs) subject to Santos' Total Shareholder Return relative to the performance of the companies comprising the ASX 100 Index as at 1 January 2017. • Tranche 2 (167,910 SARs) subject to Santos' Total Shareholder Return relative to the performance of the companies comprising the S&P Global Energy Index as at 1 January 2017. • Tranche 3 (167,910 SARs) subject to Santos' performance in lowering its Free Cash Flow Breakeven Point. • Tranche 4 (167,910 SARs) subject to Santos' performance in relation to Return on Average Capital Employed. <p>Following the applicable date, subject to compliance with the Company's Securities Trading Policy, the shares will not be subject to any restrictions on dealing.</p>