

22 December 2016

Santos launches Share Purchase Plan Offer

Santos is pleased to offer eligible shareholders¹ an opportunity to acquire additional Santos shares under a Share Purchase Plan Offer (SPP Offer).

The intention to launch the SPP Offer was announced at the time of Santos' recent institutional placement which was conducted to strengthen the company's balance sheet and provide Santos with the financial flexibility to take advantage of growth opportunities that are aligned to its core business and recently announced strategic plan.

The SPP Offer aims to raise approximately A\$500 million and is not underwritten. Santos may determine to raise a higher amount or decide to scale back applications under the SPP Offer at its absolute discretion.

Santos Managing Director and Chief Executive Officer Kevin Gallagher said: "Santos' recent institutional placement received strong support from existing shareholders and high quality new investors. Santos is now positioned to deliver a low-cost, reliable and high performance business with financial flexibility to build and grow the business in a low oil price environment."

"We are pleased to offer eligible shareholders an opportunity to participate in Santos' turnaround strategy. The SPP Offer allows eligible shareholders to acquire additional Santos shares on terms at least as favourable as our institutional investors," Mr Gallagher said.

The SPP Offer opens on Thursday, 22 December 2016 and is scheduled to close at 5.00pm (AEDT) on Tuesday, 31 January 2017.

Full details of the SPP Offer are available in the SPP Offer Booklet released to ASX today.

For further information regarding the SPP Offer, please contact the Registry, Computershare Investor Services Pty Limited from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 651 732 (callers within Australia) or +61 3 9415 4054 (callers outside Australia) or visit www.santos.com

Ends.

Disclaimer

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¹Eligible Shareholders being holders of fully paid ordinary shares in Santos at 7.00pm (AEDT) on 14 December 2016 and whose address on the share register is in Australia or New Zealand, provided that such shareholder is not in the United States, or acting for the account or benefit of a person in the United States. The SPP is also being extended to eligible shareholders who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in the SPP Offer Booklet.

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Santos Share Purchase Plan Offer

This is an important document and requires your immediate attention.

Eligible Shareholders have the opportunity to participate in the Share Purchase Plan offer by applying for up to \$15,000 of new ordinary shares in Santos without incurring brokerage. Details of the offer and how to participate are set out in this Booklet.

Shares issued under the Share Purchase Plan are expected to be issued on Tuesday, 7 February 2017. The SPP shares will rank equally with existing Santos ordinary shares and carry the same voting rights, dividend rights and other entitlements.

Santos

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KEY DATES

Record Date (the date that eligibility to participate in the SPP is determined)	7.00 pm Wednesday, 14 December 2016
Opening Date	Thursday, 22 December 2016
Closing Date	5.00 pm Tuesday, 31 January 2017
Pricing Period	Tuesday, 24 January 2017 – Tuesday, 31 January 2017 (inclusive)
Issue of SPP Shares and commencement of trading on the ASX	Tuesday, 7 February 2017
Despatch of SPP Shareholding statements	Friday, 10 February 2017

This timetable is indicative only and Santos may, at its discretion, vary any of the above dates by sending a revised timetable to the ASX. All times are AEDT.

You should read this Booklet in full.

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in Santos or about the impact of the transactions described in this Booklet. If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the Registry, Computershare Investor Services Pty Limited from 8.30 am to 5.00 pm (AEDT) Monday to Friday on 1300 651 732 (callers within Australia) or +61 3 9415 4054 (callers outside Australia).

This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

Participation in the SPP is only open to holders of fully paid ordinary shares in Santos at 7.00 pm (AEDT) on Wednesday, 14 December 2016 and whose address on the share register is in Australia or New Zealand provided that such shareholder is not in the United States or acting for the account or benefit of a person in the United States. The SPP is also being extended to eligible shareholders of Santos who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in this Booklet.

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LETTER FROM THE CHAIRMAN

22 December 2016

Dear Shareholder,

On behalf of the Directors of Santos Limited (**Santos**), I am pleased to offer you the opportunity to participate in the Santos Share Purchase Plan (**SPP**). The SPP allows Eligible Shareholders to subscribe for up to \$15,000 worth of new ordinary shares in Santos (**SPP Shares**), without incurring brokerage or other transaction costs. The SPP aims to raise approximately A\$500 million and is not underwritten. Santos may determine to raise a higher amount or decide to scale back applications under the SPP at its absolute discretion.



Peter Coates AO

On 15 December 2016, Santos completed a placement of new ordinary shares to institutional and professional investors (**Placement Shares**) raising A\$1,040 million (**Placement**). Proceeds from the Placement and from the SPP will strengthen the balance sheet and provide Santos with the financial flexibility to take advantage of growth opportunities that are aligned to its core business and recently announced strategic plan. The additional capital removes uncertainty around the ability of Santos to build and grow a sustainable business in a low oil price environment.

Santos is now operating under a new Chief Executive Officer, Mr Kevin Gallagher, a new Executive Team, a lower cost operating model and a well-defined strategy, which was announced at its Investor Day on 8 December 2016. A copy of the Investor Day presentation is available at www.asx.com.au and from Santos' website at www.santos.com.

Further details of the Placement and a summary of some of the key risks faced by Santos are set out in the ASX announcement of the Placement dated 14 December 2016 which is available at www.asx.com.au and www.santos.com.

Issue Price

The SPP gives you the opportunity to increase your holding of Santos shares at an Issue Price which is the lesser of:

- \$4.06 per SPP Share, which is the price at which Placement Shares were issued to investors under the Placement; and
- a price which is a 2% discount to the volume weighted average price of Shares traded on the ASX over the Pricing Period at the end of the Offer Period (rounded to the nearest cent).

You may apply for a parcel of SPP Shares valued at up to \$15,000. Applications may be scaled back at the absolute discretion of Santos.

Participation

Participation in the SPP is optional and open to Eligible Shareholders, including Eligible Shareholders who are custodians on behalf of Eligible Beneficiaries on the terms and conditions set out in this Booklet.

Your right to participate in the SPP is not transferable.

All SPP Shares will rank equally with existing shares in Santos.

The terms and conditions of the SPP are provided in this booklet (**Booklet**). I urge you to read these materials in their entirety, and seek your own financial and taxation advice in relation to the SPP before you decide whether to participate.

How to apply

The SPP opens on Thursday, 22 December 2016, and is expected to close at 5.00 pm (AEDT) on Tuesday, 31 January 2017. SPP Shares are expected to be issued and commence trading on the ASX on Tuesday, 7 February 2017.

To apply for SPP Shares, you must either:

- complete and return the personalised Application Form, together with payment via cheque; or
- make a payment directly via BPAY (you do not need to return an Application Form under this option).

If you have any questions in relation to how to participate in the SPP, please contact the Registry, Computershare Investor Services Pty Limited from 8.30 am to 5.00 pm (AEDT) Monday to Friday on 1300 651 732 (callers within Australia) or +61 3 9415 4054 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Santos through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

On behalf of the Board, I thank you for your continued support, and invite you to consider participating in the SPP.

Yours sincerely

A handwritten signature in dark ink, appearing to read 'Peter Coates', written over a light blue horizontal line.

Peter Coates AO
Chairman

INVESTING IN THE 'NEW SANTOS'

Transform

- › New leadership team and simplified operating model to deliver a low-cost, reliable and high performance business
- › Focus on five core long-life natural gas assets

Build

- › Identify and develop growth opportunities, including exploration, across the five core long-life natural gas assets
- › Maximise production, drive down costs and increase gas supply

Grow

- › Execute and bring on-line growth opportunities across the core portfolio
- › Focused exploration strategy to identify new high-value gas targets
- › Find and unlock sixth core long-life natural gas asset

With a simplified operating model focused on five core long-life natural gas assets, each with significant potential upside, Santos will deliver long-term value to shareholders.



Cooper Basin

Build production, invest in new technology to lower development and exploration costs, and increase utilisation of our infrastructure including the Moomba plant.



GLNG

Build gas supply by drilling more wells to increase production as LNG markets improve, seek opportunities to extract value from our infrastructure (pipeline and plant) and drive efficiencies to operate at lowest cost.



Papua New Guinea

Strengthen our position by working with partners to align interests, and support and participate in backfill and expansion opportunities at PNG LNG.



Northern Australia

Support plans to progress Darwin LNG backfill opportunities, expand acreage footprint, and explore and appraise the McArthur Basin.



Western Australia

Position Santos to grow production and market share in the WA domestic gas market.

MESSAGE FROM THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER



Kevin Gallagher

“

I am excited about our turnaround story. It is a story of:

- › a lean, efficient, low-cost business that is cash flow positive at low oil prices
- › a business that is highly leveraged to an increasing oil price, and
- › significant upside opportunities aligned to our five core long-life natural gas assets.

The capital raising is designed to strengthen our balance sheet and provide Santos with the financial flexibility necessary to deliver on its strategic plan.

Santos is now well positioned to deliver shareholder value. We have the assets, the people, growth options and a clear strategy to drive future success.

”

In early December, I announced a new strategy to transform Santos into a low-cost, reliable and high performance business.

A disciplined, focused strategy to drive shareholder value now sees five core, long-life natural gas assets at the heart of our operations, each with significant upside potential. Our remaining non-core assets will be packaged and run separately to maximise value. This will ensure a simplified, focused organisation.

In addition to the new strategy, Santos has undertaken swift and decisive action to stabilise the business, reduce costs and increase operating cash flow. These measures are now delivering tangible results. As at 30 November 2016, capital expenditure was down 53% year on year, unit production costs down 17% and the business had generated more than US\$100 million in free cash flow. Free cash flow is an important metric for the company as these funds can be used to pay down debt, reinvest in the business and ultimately create sustainable shareholder value.

The capital raising outlined in this Booklet is part of a program announced on 14 December 2016 which aims to raise approximately A\$1.5 billion to strengthen our balance sheet and position Santos to take advantage of growth opportunities aligned to our new strategy.

The decision to raise capital at this time was not taken lightly. I firmly believe, however, that this single action will clear the way for Santos to move forward with confidence in our ability to successfully execute our new strategic plan. We have already demonstrated a clear path to generating positive free cash flow to pay down debt and now seek the flexibility to build on our core portfolio to establish the growth opportunities for the future.

Having already successfully raised A\$1,040 million from institutional investors, we are now pleased to offer Eligible Shareholders the opportunity to participate in the capital raising and purchase up to A\$15,000 worth of Santos ordinary shares under the SPP.

I thank you for your continued support and for considering this offer.

A handwritten signature in black ink, appearing to read 'K. T. Gallagher', written in a cursive style.

Kevin Gallagher
Managing Director and Chief Executive Officer

IMPORTANT NOTICE AND DISCLAIMER

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP is made in accordance with ASIC Class Order 09/425 which grants relief from the requirement for Santos to provide prospectus disclosure in relation to the SPP. This Booklet is not a prospectus under Chapter 6D of the Corporations Act.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Santos Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale in any other jurisdiction.

New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of Santos at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This Booklet may not be released or distributed in the United States. The SPP Shares have not been and will not be registered under the US Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. The SPP Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

KEY SPP INFORMATION

You should read this section in conjunction with the attached Terms and Conditions of the SPP.

1. What is the share purchase plan or SPP?

The SPP is a way in which Eligible Shareholders of Santos may subscribe for up to \$15,000 worth of SPP Shares without brokerage or other transaction costs. Eligible Shareholders may apply for SPP Shares in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$15,000. Applications may be scaled back at the absolute discretion of Santos.

2. Do I have to participate in the SPP?

No. Participation in the SPP is entirely voluntary.

Before you decide whether to participate in the SPP, Santos recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.

If you do not wish to participate in the SPP, do nothing.

3. What is the Issue Price of the SPP Shares?

The Issue Price of the SPP Shares will be the lesser of:

- \$4.06 per SPP Share, which is the price at which Placement Shares were issued to investors under the Placement; and
- a price which is a 2% discount to the volume weighted average price of Shares traded on ASX over the Pricing Period at the end of the Offer Period (rounded to the nearest cent).

There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue.

Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.

4. Who is eligible to participate in the SPP?

Shareholders who are registered holders of Shares at 7.00 pm (AEDT) on Wednesday, 14 December 2016 with a registered address in either Australia or New Zealand provided that such Shareholder is not in the United States, or acting for the account or benefit of a person in the United States (**Eligible Shareholder**).

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.

5. Can my offer under the SPP be transferred to a third party?

No. The offer cannot be transferred.

6. How much can I invest under the SPP?

Eligible Shareholders may apply for SPP Shares in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$15,000. The number of SPP Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price. Applications may be scaled back at the absolute discretion of Santos.

Key SPP information

7. How do I apply for SPP Shares?

If you wish to participate in the SPP, you need to do one of the following:

Option 1: Pay via BPAY®

To pay via BPAY you will need to:

- use the personalised reference number which is required to identify your shareholding:
 - a) shown on your personalised Application Form which accompanies this Booklet; or
 - b) available online at www.santos.com by logging in with your SRN/HIN;
- be an account holder with an Australian financial institution; and
- ensure that your payment for the appropriate amount that supports BPAY transactions is received by the Registry before 5.00 pm (AEDT) on Tuesday, 31 January 2017. Financial institutions may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

If you are paying via BPAY there is no need to return the Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form.

Option 2: Pay by Cheque

Please complete the personalised Application Form which accompanies this Booklet and return it with your cheque made payable to "Santos Limited", drawn on an Australian financial institution and crossed "Not Negotiable" in the enclosed reply envelope to:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia

Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope.

Your completed Application Form and cheque for the appropriate amount must be received by the Registry prior to the close of the SPP Offer at 5.00 pm (AEDT) on Tuesday, 31 January 2017.

8. What are the key dates for the SPP?

Record Date (date that eligibility to participate in the SPP is determined)

7.00 pm Wednesday, 14 December 2016

Opening Date

Thursday, 22 December 2016

Closing Date

5.00 pm Tuesday, 31 January 2017

Pricing Period

Tuesday, 24 January 2017 – Tuesday, 31 January 2017 (inclusive)

Issue of SPP Shares and commencement of trading on the ASX

Tuesday, 7 February 2017

SPP holding statements despatched

Friday, 10 February 2017

Santos reserves the right to vary these times and dates in its absolute discretion by sending a revised timetable to ASX. All times are AEDT.

Key SPP information

9. What are the rights attached to SPP Shares issued under the SPP?

SPP Shares will rank equally with all other Shares on issue.

10. What do I do if I am a Custodian?

The SPP is being extended to Eligible Shareholders who are Custodians and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries.

The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries.

If you wish to apply as a Custodian under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional "**Custodian Certificate**" that contains further certifications and details (as required under the terms of ASIC Class Order 09/425) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$15,000 limit.

To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry, Computershare Investor Services Pty Limited from 8.30 am to 5.00 pm (AEDT) Monday to Friday on 1300 651 732 (callers within Australia) or +61 3 9415 4054 (callers outside Australia).

Each Custodian must not participate in the SPP on behalf of, and must not distribute this Booklet or any documents relating to this SPP to any person in the United States.

A Custodian will be ineligible to participate in the SPP if their participation would be in breach of ASIC Class Order 09/425.

11. Will I receive notification of my issue?

Yes. The Registry will send you a holding statement on or around Friday, 10 February 2017 which will include details of the number of SPP Shares issued to you, your total holding of Shares and the Issue Price of the SPP Shares.

12. Where can I get more information on the SPP?

If you have any questions in relation to how to participate in the SPP, please contact the Registry, Computershare Investor Services Pty Limited from 8.30 am to 5.00 pm (AEDT) Monday to Friday on 1300 651 732 (callers within Australia) or +61 3 9415 4054 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Santos through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

13. What will happen if the SPP is oversubscribed?

The amount that each Eligible Shareholder can apply for under the SPP is capped at \$15,000. The SPP aims to raise approximately \$500 million. Santos may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

Santos may, at its absolute discretion, scale back the number of SPP Shares that will be allotted to individual Shareholders under this SPP. If this happens you may be allocated SPP Shares to a value which is less than the value of SPP Shares that you applied for and the difference will be refunded to you.

14. How will Application Monies be refunded?

Any application monies refunded by Santos will be paid by cheque or direct credit (the payment method will be determined by Santos in its absolute discretion) in Australian currency. By applying for SPP Shares, each shareholder authorises Santos to pay any monies to be refunded by using the payment instructions of the shareholder recorded in the Registry's records if Santos should elect to pay in this manner.

TERMS AND CONDITIONS OF THE SPP

Important Notice

If you participate in the SPP by completing and returning the Application Form or by making a payment by BPAY, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in the Application Form or make a payment by BPAY and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on the ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP Offer will also be bound by the constitution of Santos.

The Important notice and disclaimer, Key Dates, and Key SPP Information sections of this Booklet form part of these terms and conditions.

1. Offer

- 1.1 Santos Limited (**Santos**) offers each Eligible Shareholder the opportunity to purchase up to \$15,000 worth of SPP Shares under the Share Purchase Plan (**SPP**) subject to and in accordance with the terms and conditions set out below.
- 1.2 In these terms and conditions, the “**SPP Offer**” means the offer in clause 1.1.
- 1.3 The SPP Offer opens on Thursday, 22 December 2016 and closes at 5.00 pm (AEDT) on Tuesday, 31 January 2017 (or such other date as Santos determines, in its absolute discretion).
- 1.4 If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00 pm (AEDT) on Tuesday, 31 January 2017 (or such other date as Santos determines, in its absolute discretion).
- 1.5 The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- 1.6 The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- 1.7 All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

2. Eligible Shareholders

- 2.1 You are eligible to participate in the SPP Offer if you:
 - (a) were registered on the Register as a Shareholder at 7.00 pm (AEDT) on Wednesday, 14 December 2016 (**Record Date**);
 - (b) have a registered address in either Australia or New Zealand at that time; and
 - (c) are not in the United States and are not acting for the account or benefit of a person in the United States.
- 2.2 The SPP is also extended to Eligible Shareholders who are Custodians, in accordance with clauses 3.2 and 4.5 below.
- 2.3 The SPP Offer is not made to Shareholders with a registered address outside of Australia or New Zealand.

3. Joint holders/Custodians

- 3.1 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- 3.2 Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

4. Applications for SPP Shares

- 4.1 Eligible Shareholders may apply for SPP Shares in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$15,000.
- 4.2 No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- 4.3 Eligible Shareholders who wish to apply for SPP Shares must either:
 - (a) complete the enclosed Application Form and forward it with a cheque drawn for the appropriate amount from an Australian financial institution made payable to “Santos Limited” and crossed “Not Negotiable” in the enclosed business reply envelope so that it is received prior to 5.00 pm (AEDT) on Tuesday, 31 January 2017. Shareholders in New Zealand will need to affix the appropriate postage to the reply paid envelope; or
 - (b) make a payment for the appropriate amount via BPAY in accordance with the instructions on the Application Form so that it is received prior to 5.00 pm (AEDT) on Tuesday, 31 January 2017.
- 4.4 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$15,000.
- 4.5 If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of ASIC Class Order 09/425) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.
- 4.6 Santos and its officers and agents, may accept or reject your application for SPP Shares in whole or in part at their discretion including, without limitation, if:
 - (a) your application does not comply with these terms and conditions;
 - (b) it appears you are not an Eligible Shareholder;
 - (c) your Application Form and cheque or BPAY payment is not received by the Registry by the Closing Date;
 - (d) if paying by cheque, your Application Form is incomplete or incorrectly completed or is otherwise determined by Santos to be invalid;

Terms and conditions of the SPP

- (e) your cheque is dishonoured or has been incorrectly completed;
- (f) it appears that you are applying to purchase more than \$15,000 worth of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount in a \$1,000 increment; payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian financial institution; or
- (g) the amount of your BPAY payment or cheque is not equal to the amount of your application. If this occurs, Santos will:
 - (i) refund in full your application monies and not allot any SPP Shares to you; or
 - (ii) allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.

4.7 If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable:

- (a) by direct credit to your nominated account (as recorded on the Registry) or cheque; or
- (b) by returning your Application Form and cheque, if not processed, to your registered address (as recorded on the Registry).

5. Issue Price

5.1 The Issue Price per SPP Share will be the lower of:

- (a) \$4.06 per SPP Share, which is the price at which Placement Shares were issued to investors under the Placement; and
- (b) a price which is a 2% discount to the volume weighted average price of Shares traded on ASX over the Pricing Period at the end of the Offer Period (rounded to the nearest cent).

5.2 The current Share price can be obtained from the ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.

5.3 You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 6.1 or, if there is a scale back, the number of SPP Shares calculated under clause 9.

6. Number of SPP Shares to be issued

6.1 If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, Santos will divide the value of your application monies by the Issue Price (as determined under clause 5.1) in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.

6.2 If this calculation produces a fractional number, the number of SPP Shares issued will be rounded up to the nearest whole SPP Share.

7. Issue

7.1 SPP Shares will be issued on the Issue Date.

7.2 SPP Shares will rank equally with existing Shares as at the Issue Date.

7.3 Santos will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on the ASX immediately after their issue.

7.4 The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around Friday, 10 February 2017.

8. Acknowledgements

By returning an Application Form with a cheque or making a payment via BPAY, you:

- (a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (f) acknowledge that Santos and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) agree to pay the Issue Price per SPP Share up to the maximum of:
 - (i) the value you have selected on the Application Form; or
 - (ii) the maximum value of your BPAY payment or cheque;
- (h) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - (ii) the SPP Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered, sold or otherwise transferred without registration under the Securities Act or unless the SPP Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the Securities Act, and any other applicable securities laws;

Terms and conditions of the SPP

- (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States;
 - (iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
 - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP to any person outside Australia and New Zealand;
 - (i) if you are applying on your own behalf (and not as a Custodian) acknowledge and agree that:
 - (i) you are not applying for SPP Shares with an application price of more than \$15,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP);
 - (ii) the total of the application price for the following does not exceed \$15,000:
 - (A) the SPP Shares the subject of the application;
 - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (C) any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
 - (j) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in ASIC Class Order 09/425);
 - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that the Eligible Beneficiary has been given a copy of this Booklet;
 - (iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$15,000 under the SPP; and
 - (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
 - (k) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
 - (l) are responsible for any dishonour fees or other costs Santos may incur in presenting a cheque for payment which is dishonoured;
 - (m) agree to be bound by the constitution of Santos (as amended and as it may be amended from time to time in the future);
 - (n) acknowledge that none of Santos, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
 - (o) you authorise Santos, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
 - (p) you acknowledge that Santos may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
 - (q) you authorise Santos, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.
- ## 9. Scale Back
- 9.1 Santos may in its discretion undertake a scale back of applications for SPP Shares to the extent and in the manner it sees fit.
- 9.2 If there is a scale back you may receive less than the parcel of SPP Shares for which you have applied.
- 9.3 If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded up to the nearest whole number of SPP Shares.
- 9.4 If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest.
- ## 10. Dispute resolution
- 10.1 Santos may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- 10.2 The powers of Santos under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.
- ## 11. Variation and termination
- 11.1 Santos reserves the right at any time to:
- (a) amend or vary these terms and conditions;
 - (b) waive strict compliance with any provision of these terms and conditions;

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- (c) withdraw the SPP Offer or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including the Closing Date; and
- (e) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Eligible Beneficiaries).

11.2 In the event that the SPP is withdrawn or terminated all application monies will be refunded. No interest will be paid on any money returned to you.

12. Privacy policy

12.1 Chapter 2C of the Corporations Act requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder. The Privacy Amendment (Private Sector) Act 2000 does not alter these statutory obligations.

12.2 Santos and the Registry may collect personal information to process your application, implement the SPP and administer your Shareholding. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

12.3 Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of Santos and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

12.4 Computershare Investor Services Limited's privacy policy is available on their website:
www.computershare.com.au
or by emailing the Privacy Officer
at privacy@computershare.com.au

13. Underwriting

The SPP is not underwritten.

14. Governing law

These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of SPP Shares are contained in the constitution of Santos. The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

GLOSSARY

The following definitions apply throughout this Booklet unless the context requires otherwise.

AEDT	Australian Eastern Daylight Time.
Application Form	your personalised application form enclosed with this Booklet.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the market operated by it as the context requires.
Beneficiary	a person on whose behalf a Custodian is holding Shares at 7.00 pm (AEDT) on Wednesday, 14 December 2016.
Closing Date	5:00 pm (AEDT) on Tuesday, 31 January 2017 (or such other date as Santos determines, in its absolute discretion).
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Custodian	a custodian as defined in paragraph 14 of ASIC Class Order 09/425.
Custodian Certificate	a certificate complying with paragraph 9 of ASIC Class Order 09/425.
Director	a director of Santos.
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.
Eligible Shareholder	a Shareholder who is a registered holder of Shares at 7.00 pm (AEDT) on Wednesday, 14 December 2016 with a registered address in either Australia or New Zealand, provided that such Shareholder is not in the United States or acting for the account or benefit of a person in the United States.
Issue Date	Tuesday, 7 February 2017 (or such other date as Santos determines, in its absolute discretion).
Issue Price	the price per SPP Share as determined under clause 5 of the terms and conditions of the SPP.
Offer Period	the period commencing on the Opening Date and ending on the Closing Date.
Opening Date	Thursday, 22 December 2016.
Placement	the placement of fully paid ordinary shares by Santos to institutional and professional investors, raising \$1,040 million, announced on Wednesday, 14 December 2016.
Pricing Period	the period commencing on Tuesday, 24 January 2017 and ending Tuesday, 31 January 2017 (inclusive).
Record Date	7.00 pm (AEDT) on Wednesday, 14 December 2016.
Register	the register of Shareholders.
Registry	Computershare Investor Services Pty Limited.
Santos	Santos Limited ABN 80 007 550 923.
Share	a fully paid ordinary share in Santos.
Shareholder	a registered holder of Shares.
SPP	the share purchase plan offer made to Eligible Shareholders under this Booklet.
SPP Offer	the offer in clause 1.1 of the terms and conditions of the SPP.

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Santos