Santos Ltd
ABN 80 007 550 923

PROXY FORM

All communications to:
Ground Floor, Santos House
91 King William Street, Adelaide South Australia 5000
GPO Box 2455, Adelaide South Australia 5001
Telephone: 08 8218 5111
Facsimile: 08 8218 5950
ASX Code: STO
Email: share.register@santos.com
Website: www.santos.com

Please note that a preference share does not entitle its holder to vote in relation to the business at the meeting.

I/We being a member/members of Santos Limited and entitled to attend and vote hereby appoint

A **the Chairman of the Meeting (mark box)** ☐ OR (Write here the name of the person (excluding the registered securityholder) you are appointing if this person **is someone other** than the Chairman of the Meeting) ☐

or failing the person named, or if no person is named above, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) **at the Annual General Meeting of the Company to be held on Thursday, 4 May 2006 at 10.00 am or at any adjournment of that meeting. Proxies will only be valid and accepted by the Company if they are signed and received at the Registered Office no later than 48 hours before the meeting.**

Should you desire to direct your proxy how to vote on any resolution please place a mark (for example) X **in the appropriate box below. Otherwise, the proxy may vote as he/she thinks fit or abstain from voting.**

BUSINESS	For	Against	Abstain*
Resolution 2 (a) To re-elect Professor Judith Sloan as a director.	☐	☐	☐
Resolution 2 (b) To re-elect Mr Richard Michael Harding as a director.	☐	☐	☐
Resolution 3 To adopt a new Constitution.	☐	☐	☐
Resolution 4 To adopt Proportional Takeover Provision.	☐	☐	☐
Resolution 5 To appoint Auditor.	☐	☐	☐
Resolution 6 (Non-binding vote) To adopt the Remuneration Report.	☐	☐	☐
Resolution 7 To approve the Grant of Options to the Managing Director.	☐	☐	☐
Resolution 8 To approve Share Loans to the Managing Director.	☐	☐	☐

The Chairman intends to vote undirected proxies in favour of each item of business.

*** If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.**

Appointment of more than one proxy only

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry.

If you appoint a second proxy, state here the proportion or number of your voting rights given to the proxy appointed on this form. Any voting will be for all your voting right, unless expressly stipulated. ☐ % or ☐ number

B SIGNATURE OF SECURITYHOLDER(S) – THIS MUST BE COMPLETED

Securityholder 1 (Individual) or Sole Director and Sole Company Secretary	Joint Securityholder 2 (Individual) or Director/Company Secretary (Delete one)	Joint Securityholder 3 (Individual) or Director

Dated / / 2006

Company Seal

This form must be signed, in the case of individuals, by the securityholder or, in the case of a company, pursuant to Section 127 of the Corporations Act 2001 and the securityholder's Constitution, and received at the Registered Office no later than 48 hours before the time for holding the meeting.

For issuer sponsored holdings only, insert details of any change of address or amendment in the box opposite.

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ADMITTANCE SLIP

Persons attending the Annual General Meeting of Shareholders of the Company to be held on Thursday 4 May 2006 at 10.00 am are requested to complete this slip and present it at the registration desk.

....

Full Name (BLOCK LETTERS PLEASE)

☐ I wish to be included in the ballot for the shareholders' visit to Moomba and have not previously visited Moomba in any capacity. (Please refer to the section headed "Shareholders' Visit to Moomba").

....

Signature

....

If not a member, representing

☐ By Proxy ☐ Other Authority

If "Other Authority", please indicate

APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act

A corporation that has appointed a representative to vote on its behalf at the Annual General Meeting should complete this form prior to the meeting and hand it to its representative for presentation at the registration desk on the day of the meeting.

....

(Print the name of the corporation)

certifies that ....

is appointed to be its representative at the Annual General Meeting of Santos Ltd to be held on Thursday 4 May 2006 at 10.00 am and at any adjournment thereof.

Dated 2006

COMPANY SEAL (if applicable)

....

*Director/Sole Director and Sole Secretary

....

*Director/Secretary

* delete as applicable

SHAREHOLDERS' VISIT TO MOOMBA

During the past twenty-four years, a ballot has been held among shareholders present at the Annual General Meeting, affording them the opportunity to view the Company's Moomba operations. The Company has decided to arrange another visit in 2006. The visit is for educational purposes and, as such, only those shareholders who have not previously visited Moomba are eligible.

Shareholders attending the Annual General Meeting in person (that is, other than in the capacity of proxy, corporate representative, or attorney) and who have not previously visited Moomba (whether as a shareholder, employee, former employee or otherwise) may register their interest in being included in the ballot by completing the relevant section in the Admittance Slip and presenting it on registration at the meeting. The Company reserves the right to cancel the Moomba visit and to exclude persons therefrom notwithstanding that they may have been successful in the ballot.