

Santos Ltd
ABN 80 007 550 923
Santos Centre
60 Flinders Street
Adelaide South Australia 5000
GPO Box 2455
Adelaide South Australia 5001
Telephone: 61 8 8116 5000
Facsimile: 61 8 8116 5050
www.santos.com



SANTOS LIMITED
PRO-RATA ACCELERATED RENOUNCEABLE ENTITLEMENT OFFER
NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH)

This notice is given by Santos Limited (ASX Code: STO) (**Santos**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) as notionally modified by the Australian Securities and Investment Commission (**ASIC**).

Santos has announced a pro-rata accelerated renounceable entitlement offer (**Offer**) of 1 fully paid ordinary share in Santos (**New Shares**) for every 1.7 fully paid ordinary shares in Santos held as at 7.00pm (Sydney time) on Thursday, 12 November 2015 by shareholders with a registered address in Australia, New Zealand and certain other jurisdictions in which Santos decides to extend the Offer.

Santos confirms that:

- 1 The New Shares will be offered without disclosure under Part 6D.2 of the Act.
- 2 This notice is being given under section 708AA(2)(f) of the Act as modified by ASIC.
- 3 As at the date of this notice, Santos has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to Santos; and
 - (b) section 674 of the Act.
- 4 As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act.
- 5 The potential effect that the issue of the New Shares will have on the control of Santos, and the consequences of that effect, will depend on a number of factors, including existing shareholdings and investor demand. At this time, the issue of New Shares under the Offer is not expected to have a material effect or consequence on the control of Santos given:
 - (a) the Offer is structured as a pro-rata issue and is fully underwritten; and
 - (b) the current level of holdings of substantial holders (based on substantial holding notices that have been given to Santos and lodged with ASX on or before the date of this notice).

Yours sincerely

David Lim
Company Secretary