

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

|                       |                |
|-----------------------|----------------|
| <b>Name of entity</b> | SANTOS LIMITED |
| <b>ABN</b>            | 80 007 550 923 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                        |
|----------------------------|------------------------|
| <b>Name of Director</b>    | Kevin Thomas Gallagher |
| <b>Date of last notice</b> | 19 April 2017          |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                     |                                                                                                                                                                                                                                                                                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                                  | Direct and Indirect                                                                                                                                                                                                                                                                 |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | K & S Gallagher Holdings Pty Ltd<br><Gallagher Family A/c> of which the director is a 50% beneficiary.                                                                                                                                                                              |
| <b>Date of change</b>                                                                                                                                               | 22 May 2017                                                                                                                                                                                                                                                                         |
| <b>No. of securities held prior to change</b>                                                                                                                       | 103,808 fully paid ordinary shares (indirect interest)<br>237,806 fully paid ordinary shares (direct interest)<br>1,068,231 Share Acquisition Rights granted under SEEIP previously known as SESPP<br>111,038 fully paid ordinary shares held by Sesap Pty Ltd (2016 deferred STI). |
| <b>Class</b>                                                                                                                                                        | Share Acquisition Rights                                                                                                                                                                                                                                                            |
| <b>Number acquired</b>                                                                                                                                              | 671,641                                                                                                                                                                                                                                                                             |
| <b>Number disposed</b>                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                 |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                            | Nil                                                                                                                                                                                                                                                                                 |

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
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| <b>No. of securities held after change</b>                                                                                                                                  | 103,808 fully paid ordinary shares (indirect interest)<br>237,806 fully paid ordinary shares (direct interest)<br>1,739,872 Share Acquisition Rights granted under SEEIP, previously known as SESPP<br>111,038 fully paid ordinary shares held by Sesap Pty Ltd (2016 deferred STI). |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Allocation resulting from Long Term Incentive Grant approved by shareholders at the AGM held on 4 May 2017.                                                                                                                                                                          |

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                              |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Detail of contract</b>                                                                                                                                                    |  |
| <b>Nature of interest</b>                                                                                                                                                    |  |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                      |  |
| <b>Date of change</b>                                                                                                                                                        |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>                                                                                                                                                     |  |
| <b>Interest disposed</b>                                                                                                                                                     |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 |  |
| <b>Interest after change</b>                                                                                                                                                 |  |

## Part 3 – <sup>+</sup>Closed period

|                                                                                                                                                               |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No             |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                                          | Not applicable |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                               | Not applicable |

<sup>+</sup> See chapter 19 for defined terms.