
Keiran Wulff to succeed Peter Botten as Oil Search Managing Director

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As foreshadowed at the May 2019 Annual Meeting, the Oil Search Board advises that Managing Director, Mr Peter Botten, will retire from Oil Search on 25 August 2020. He will be succeeded as Managing Director by Dr Keiran Wulff on 25 February 2020, when Mr Botten steps down from the Oil Search Board.

Dr Wulff is currently Oil Search's Executive Vice President, Alaska and President of Oil Search Alaska. He worked at Oil Search from 1993 to 2008, holding several senior technical, operational and executive roles, and re-joined the Company in 2015. With extensive knowledge and operating experience in Oil Search's core business units of PNG and Alaska, demonstrated leadership skills and strong and relevant relationships both within Oil Search and with key stakeholders, the Oil Search Board believes that Dr Wulff is the ideal successor to lead the Company through its next phase of growth.

To ensure a smooth transition of responsibilities from Mr Botten to Dr Wulff, Dr Wulff was appointed Chief Executive Officer Designate on 30 September 2019. He will retain his Alaskan responsibilities until mid-December 2019, to manage the Company's entry into Front-End Engineering and Design (FEED) for the Pikka Unit development, while also engaging progressively with all stakeholders and being involved in budget and planning matters for 2020 and beyond. He will commence his role as Managing Director and join the Oil Search Board on 25 February 2020. Mr Bruce Dingeman, who is currently Chief Operating Officer of the Alaska Business Unit, will take over Dr Wulff's role as President Alaska.

Mr Botten will remain Managing Director of the Company until 25 February 2020 and will continue to be employed by Oil Search until 25 August 2020, focusing primarily on the LNG expansion projects as the co-venturers move towards a Final Investment Decision (FID), as well as assisting in other matters as required. He will be subject to a non-compete clause until August 2021, as outlined in Attachment 1.

Longer term, Mr Botten will continue his association with Oil Search and PNG through his roles as Chairman of the Oil Search Foundation and the Hela Provincial Health Authority and as a member of the Australia Papua New Guinea Business Council Executive Committee. These roles will be pro-bono.

Mr Botten joined Oil Search in 1992 and has been the Company's Managing Director for 25 years. He is currently one of the longest-serving CEOs in the ASX 200.

Rick Lee, Oil Search's Chairman, said:

"The Board is extremely appreciative of Peter's long and dedicated service to Oil Search over the past 26 years. Under his leadership, Oil Search has grown from a small exploration and production company to a regionally significant oil, gas and LNG producer and exporter. Peter is recognised as one of the world's most successful corporate executives, as well as a leader in environmental, social governance and corporate social responsibility.

Peter has decided that as Oil Search embarks on its next phase of growth, with major expansion projects in both PNG and Alaska, now is the right time to transition the leadership. He does this with the full support of the Board. The Board has been preparing for Peter's potential departure for several years. Keiran's appointment as successor is the culmination of a comprehensive and rigorous executive development and global search process, which has considered a range of highly qualified internal and external candidates. The Board has agreed unanimously that Dr Wulff is the best person to succeed Peter, with the necessary experience, leadership skills and vision to take Oil Search into the future.

On behalf of the Board and everyone at Oil Search, I offer my heartfelt thanks to Peter for his leadership, vision, loyalty and enormous hard work over the many years he has been with the Company. We look forward to a seamless transition of responsibilities from Peter to Keiran and to working closely with Keiran on Oil Search's next chapter."

Dr Wulff, a geologist by training, with undergraduate and postgraduate qualifications from Curtin University in Perth, has more than 30 years of experience in the international oil and gas industry, in Papua New Guinea, Australia, SE Asia, the Middle East, North and Central Africa and North America. He worked at Oil Search from 1993 to 2008, holding a range of senior technical, operational and executive roles, including as Chief Operating Officer, during which time he led the transition of operatorship from ChevronTexaco to Oil Search for the PNG oil and gas assets and the build in Oil Search capacity. He was subsequently appointed President Oil Search Middle East, based in the UAE. In 2008, Dr Wulff left Oil Search and held various international directorship roles, including Managing Director of Aligned Energy, a biomass to power company focused on providing power to developing countries in remote regions, and Managing Director of Buru Energy.

Dr Wulff returned to Oil Search in 2015, where he was initially responsible for the business optimisation programme, focused on driving cost and efficiencies across the business following the steep decline in oil prices, before taking over responsibility for Strategy and Commercial. In this role, Dr Wulff led the negotiations with InterOil and Total, aimed at enhancing the Company's position in the Papua LNG Project, and built up Oil Search's acreage position in PNG to support long term LNG growth. He was also responsible for the rationalisation of the Company's position in the Middle East.

Dr Wulff has been instrumental in Oil Search's recent expansion into Alaska. He was responsible for the identification of the assets and the establishment, management and strategic direction of Oil

Search Alaska and became Executive Vice President and President Alaska in March 2018. Over the past year he has built a team of more than 150 professionals in Alaska, overseen Oil Search's first successful drilling programme and driven the Pikka Oil Development forward, with a FEED decision expected later this year.

Oil Search's Executive Vice President and President Alaska, Keiran Wulff, said:

"I am honoured to have been selected as Oil Search's next Managing Director, to take over from Peter, who has led Oil Search so successfully to be the extraordinary and world class company it is today.

At Oil Search, we have a strongly embedded culture committed to creating value for all stakeholders in a responsible manner. We are uniquely intertwined with the communities in which we operate and are heavily focused on building partnerships. Our world class PNG production and LNG expansion opportunities and Alaskan oil development and growth portfolio provide an exciting future for our shareholders, staff and all other stakeholders. I am committed to ensuring that the Company delivers on that potential, in an environmentally and socially responsible manner that drives top quartile performance for our shareholders.

I look forward to working closely with Peter during the transition period and building on the excellent foundations he has established."

Commenting on his retirement, Peter Botten, Oil Search's Managing Director, said:

"It has been a tremendous privilege to lead Oil Search for the past 25 years. Over that time the Company has grown from a small exploration player, with a market capitalisation of around A\$200 million, to a regionally significant operator, with world class producing assets in PNG and outstanding development opportunities in both PNG and Alaska. We have expanded from a dozen staff to approximately 1,700 employees, we operate all PNG's oil fields and now also a major oil development in Alaska. Oil Search has played a pivotal role in expanding oil production in PNG and in developing the world class PNG LNG Project. We have also built a portfolio of outstanding growth projects, that are now maturing to development decisions.

I am proud to have worked with so many outstanding and committed individuals, who have not only delivered shareholder value but have contributed so much to the social and economic development, of Papua New Guinea, making a real positive impact to the lives of people in that country.

I believe Oil Search is a leader in the resources sector in promoting the importance of partnerships with governments, communities and other stakeholders to drive socially responsible developments, leveraging our respective strengths and building capacity in government and communities for positive social change.

I am committed to ensuring a smooth and progressive transition of duties to Keiran and helping guide Oil Search as it moves into FEED and towards a Final Investment Decision on the key expansion

projects in PNG and Alaska. I am also delighted that my association with Oil Search will continue with my roles as Chairman of the Oil Search Foundation, Chair of the Hela Provincial Health Authority and as a Member of the Australian PNG Business Council Executive Committee.

Oil Search has an outstanding platform to deliver further shareholder value and continue to play an important role in social and economic development in its areas of operations. I have known Keiran for almost 30 years and I am very confident that he has all the necessary attributes to lead the Company successfully on the next stage of its exciting long-term growth path.”

Attachments:

Attachment 1: Summary of Mr Botten's leaving arrangements

Attachment 2: Summary of key terms of Dr Wulff's employment arrangements

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Attachment 1

Summary of Mr Botten's leaving arrangements

<p>Term of employment</p>	<p>Mr Botten will remain employed by Papuan Oil Search Limited until 25 August 2020 (Retirement Date) and will continue to be paid his current annual Total Fixed Remuneration of A\$2,374,751 until the Retirement Date.</p> <p>On the Retirement Date, Mr Botten will receive a payment on termination equal to six months of Total Fixed Remuneration, plus accrual of untaken annual leave and long service leave.</p> <p>After 25 February 2020, Mr Botten will step down from his current duties, but will continue to work with Oil Search until the Retirement Date.</p>
<p>Incentives</p>	<p>Mr Botten will continue to be eligible to participate in Oil Search's short term incentive plan until 25 February 2020. Any deferred STI, LTI and LNG Expansion Incentive awards that are unvested on the Retirement Date will be retained in full and tested against required performance conditions in the normal course. Any vesting will be subject to, and in accordance with, the relevant plan rules.</p>
<p>Restraint</p>	<p>Mr Botten is obliged not to engage in certain activities which compete with Oil Search for 12 months after the Retirement Date and will receive an aggregate payment of A\$2,374,751 (being 12 months Total Fixed Remuneration), paid monthly, in consideration for complying with post-employment restraint obligations.</p>
<p>Oil Search Foundation</p>	<p>Mr Botten will continue his role as Chairman of the Oil Search Foundation and the Hela Provincial Health Authority and as a member of the Australia Papua New Guinea Business Council Executive Committee. All these positions are pro-bono.</p>

Attachment 2

Summary of key changes to Dr Wulff's existing employment arrangements

Dr Wulff was appointed as Executive Vice President and President, Alaska and Chief Executive Officer Designate on 30 September 2019. Dr Wulff's Total Fixed Remuneration will increase to A\$1,250,000 per annum (inclusive of superannuation and an equity component) in recognition of his additional duties and responsibilities.

The equity component of the Total Fixed Remuneration will be satisfied through a grant of restricted shares to the value of A\$200,000 subject to a forfeiture risk for a period of 6 months and then subject to restriction on sale under Oil Search's minimum shareholding requirements.

Dr Wulff's short-term and long-term incentive opportunities will continue in accordance with his existing employment agreement and will be pro-rated to reflect service in the role of Executive Vice President and President Alaska and Chief Executive Officer Designate.

Summary of key terms of Dr Wulff's employment agreement as the new Managing Director

Appointment	Dr Wulff is appointed to the position of Managing Director effective from 25 February 2020.
Term	The appointment is ongoing with no fixed term. The termination provisions are set out below.
Duties	The duties of Dr Wulff are those expected of a Managing Director.
Remuneration	<p>With effect from 25 February 2020, Dr Wulff's remuneration package will comprise the following components:</p> <p>a. <u>Total Fixed Remuneration</u></p> <p>A Total Fixed Remuneration (TFR), paid monthly, of A\$1,700,000 per annum (including superannuation and any salary sacrifice arrangements). This salary will be reviewed annually in accordance with Oil Search's remuneration policy.</p> <p>b. <u>Short term variable remuneration</u></p> <p>Dr Wulff will be eligible to participate in Oil Search's short term incentive plan annually. The maximum short term incentive opportunity applying to Dr Wulff will be 200% of Total Fixed Remuneration and the target short term incentive opportunity will be 100% of Total Fixed Remuneration. Half of Dr Wulff's short term incentive will be deferred in the form of restricted shares, vesting approximately two years after the end of the year to which the short term incentive relates. Dr Wulff's 2020 short term incentive targets will be pro-rated to reflect service in each role of Executive Vice President and President, Alaska and Chief Executive Officer Designate and Managing Director.</p> <p>c. <u>Long Term variable remuneration</u></p> <p>Dr Wulff will be eligible to participate in Oil Search's long term</p>

	<p>incentive plan annually. Dr Wulff's maximum long term incentive opportunity will be 100% of Total Fixed Remuneration, based on face value and subject to performance.</p> <p>Dr Wulff's 2020 long term incentive grant will be pro-rated to reflect service in each role of Executive Vice President and President, Alaska and Chief Executive Officer Designate and Managing Director. Performance Rights under the current long term incentive are subject to relative shareholder return (TSR) hurdles over a three-year performance period. It is expected the 2020 long term incentive grant will be on similar terms and subject to shareholder approval at the 2020 Annual General Meeting.</p>
Termination	<p>The agreement can be terminated by Oil Search on 12 months' written notice, or on less notice in the event that prolonged injury or illness prevents Dr Wulff from performing his duties. If the agreement is terminated by Oil Search by notice in accordance with these provisions, Oil Search will assess Dr Wulff's entitlement to and, if applicable, grant any short term variable remuneration on a pro rata basis. A long term incentive may be paid or retained at the discretion of the Board.</p> <p>Oil Search may also immediately terminate the agreement in certain circumstances, including willful or gross neglect and conduct that otherwise affects Oil Search detrimentally.</p> <p>The agreement can be terminated by Dr Wulff on 6 months' written notice. Dr Wulff may also terminate the agreement on 3 months' written notice if a fundamental change to his role or place of employment occurs (subject to specified and limited exceptions). If the agreement is terminated following a fundamental change, Oil Search will pay to Dr Wulff an amount equivalent to six months' Total Fixed Remuneration.</p> <p>Upon termination in any of the circumstances described above, Oil Search must pay Dr Wulff any accrued components of Total Fixed Remuneration and statutory entitlements owing.</p>
Restraint	<p>Dr Wulff will be subject to an obligation not to compete with Oil Search in any country in which Oil Search has operations or carries on business for 12 months' following termination of employment for any reason. Dr Wulff will be subject to an obligation not to deal with any Oil Search customers or solicit any employees, contractors or suppliers for the same period.</p>
Other provisions	<p>Dr Wulff will receive salary continuance insurance and death and total permanent disablement insurance in accordance with Oil Search policies.</p> <p>The agreement also contains general provisions which are standard in all Oil Search employment contracts regarding confidential information, intellectual property and moral rights.</p>