



Share Trading Policy

Approved by the Board on 14 October 2019
Effective from 25 October 2019

Handwritten signature of Richard Lee in black ink.

Richard Lee
Chairman

Handwritten signature of Peter Botten in black ink.

Peter Botten
Managing Director

Introduction

1. Purpose

Oil Search is committed to ensuring the preservation and enhancement of its reputation and recognises the importance of maintaining confidence in dealing in its securities and honesty and fair dealing in Oil Search securities.

It is essential that all directors, employees, contractors and other persons providing services to, or having dealings with Oil Search are aware of, and comply with, the legal restrictions on dealing in Oil Search securities and the securities of other companies while in possession of unpublished price sensitive information.

To the greatest extent possible, Oil Search wants to prevent any misunderstanding arising or the creation of any suspicion regarding dealings in securities. In order to achieve this Oil Search firmly believes that it is necessary for its securities dealing policy to go beyond the strict requirements of applicable law and to limit share dealings that would otherwise be permitted by law. This Policy is global in application and mandatory in application for all employees, directors and contractors of Oil Search (“you”). This Policy also extends dealing in securities by persons connected to you (such as your family members and controlled companies). If any aspect of this Policy is unclear you should in the first instance seek guidance from the Group Secretary.

2. Regulatory background

The Corporations Act 2001 of the Commonwealth of Australia (“Corporations Act”), the Securities Act 1997 of the Independent State of Papua New Guinea (“Securities Act”) and the laws of other countries in which Oil Search group companies operate, restrict persons from dealing in shares and other securities.

Generally, the restrictions apply whilst those persons are in possession of information, which is not generally available and which, if it were generally available, would have an effect on the price or value of the securities concerned. As noted above, however, Oil Search believes that it is necessary for this Share Trading Policy to go beyond the strict requirements of applicable law.

3. Definitions

Oil Search is listed on the ASX and the PNGX and is required to comply with the Listing Rules of these exchanges. The ASX Listing Rules set out general and continuous disclosure requirements to promote transparency and to protect the integrity of the market.

In this Policy, the following definitions apply:

“**closed period**” means:

- the period from 1 January to 12 noon on the day after the release of the Company’s full year results; and
- the period from 1 July to 12 noon on the day after the release of the Company’s half year results.

“**connected person**” means in relation to any person, his or her spouse/de facto spouse and any child of his or hers where such child is under the age of eighteen years and shall include any trust of which any such individuals are trustees or beneficiaries and any company over which they have control over the ability to make management decisions.

“**dealing**” means:

- (a) acquiring or disposing of securities;
- (b) mortgaging, charging, pledging or granting a lien over securities;
- (c) entering into an agreement to apply for, acquire, dispose of, mortgage, charge, pledge or grant a lien over securities;

- (d) procuring or advising another person (such as a connected persons, friends, associates, brokers, financial advisors or financial planners) to apply for, acquire, dispose of , mortgage, charge, pledge or grant a lien over securities or to enter into an agreement to apply for, acquire, dispose of, mortgage, charge, pledge or grant a lien over securities; and
- (e) hedging or acquiring options over unvested securities.

“inside information” means information which:

- is not generally available; and
- if the information were generally available, a reasonable person would expect that information to influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of securities.

Information is considered to be “generally available” after it has been released to the ASX and the PNGX and those exchanges have fully disseminated that information to the market.

“prescribed employee” means a particular employee or contractor or a member of a class of employees or contractors from time to time prescribed by the Group Secretary and as notified to that employee or contractor from time to time.

“restricted employees” means Executive Vice Presidents and their direct reports and Senior Vice Presidents and their direct reports, and those persons who are notified by the Group Secretary that they are a restricted employee.

“securities” means:

- (a) Oil Search shares;
- (b) Oil Search debentures;
- (c) a legal or equitable right or interest in an Oil Search share or debenture;
- (d) an option to acquire any of the securities listed in paragraphs (a), (b) or (c);
- (e) derivatives (such as swap options, warrants) and other financial products issued by third parties in relation to Oil Search shares, debentures and options; and
- (f) securities of another company that may be affected by inside information (such as another party involved in a transaction with Oil Search, a joint venture partner, a contractor or alliance partner).

“trading window” means:

- the period of 4 weeks commencing at 12 noon the day after the release of the half year earnings results;
- the period of 4 weeks commencing at 12 noon the day after the release of the full year earnings results;
- the period of 4 weeks commencing at 12 noon the day after Oil Search’s annual meeting; and
- such other period as may be advised by the Group Secretary.

4. What conduct is prohibited?

4.1 General

You may not deal in securities if to do so would breach any restriction in this Policy.

4.2 Insider trading

Whenever you have inside information you must not: deal in securities; or communicate this information to anyone else. This prohibition applies to information that affects Oil Search securities or the securities of any other company.

This prohibition covers dealings by directors, employees, part time and casual employees, contractors, consultants and advisors of Oil Search and any of its group companies and any persons connected.

This Policy extends to all securities owned or controlled by you, whether those securities are held in your name, by a connected person, by a friend or in some other entity or arrangement. You must also inform your broker or

financial advisors who may have discretion to trade on your behalf that they may be restricted from trading securities under this Policy.

4.3 Possession of inside information by prescribed employees

Whether or not you have inside information may be difficult to determine. To assist this determination the Group Secretary may from time to time declare by notice that all employees and contractors or specified employees and contractors are to be treated as having inside information.

In deciding whether or not to deal in securities you must consult the Group Secretary to see if there are any current declarations by the Group Secretary regarding persons in possession of inside information.

You must not deal in securities at any time when you or any class of employees or contractors to which you belong has been declared by the Group Secretary to possess inside information and the declaration is current.

4.4 Communication of inside information

You must not, directly or indirectly, communicate inside information or cause inside information to be communicated to another person.

4.5 Closed periods

You must not deal in securities during a closed period.

4.6 Short term or speculative dealing in securities

You must not engage in short-term (less than three (3) months) or speculative dealing in securities and no dealing in unvested securities (including hedging unvested securities) is permitted.

You must disclose any existing hedging arrangements to the Group Secretary in writing and any trading as a result of a hedging arrangement must comply with this Policy.

4.7 Margin lending arrangements

Prior to entering into a margin lending or other secured financing arrangement involving Oil Search securities you must obtain the prior written clearance from the Group Secretary.

5. What conduct is permitted?

5.1 General

You may deal in securities provided that you do so strictly in accordance with this Paragraph 5 and subject to the restrictions in Paragraph 4.

Subject to Paragraph 4, if you are not a director, a restricted employee or a prescribed employee you may deal in securities at any time outside a closed period.

5.2 Dealing by prescribed employees

If you have been prescribed and notified by the Group Secretary that you are a prescribed employee, you may not deal in securities at any time until further notice is received.

5.3 Dealing by directors and restricted employees

If you are a director or a restricted employee, the rules set out below apply:

- **Closed periods** - as set out in Paragraph 4.5, directors and restricted employees must not deal in any securities during a closed period.
- **Permitted dealings** – restricted employees, other than directors and Executive Vice Presidents may deal in securities at any time during a trading window. Directors and Executive Vice Presidents are required to give the Group Secretary not less than two (2) trading days' prior written notice of any proposed dealing.

- **Clearance to deal** - except in a closed period when dealing is prohibited and in a trading window, where prior written notification is required to be submitted by directors and Executive Vice Presidents, directors and restricted employees must not deal in securities without first advising the Group Secretary and obtaining prior written approval for the proposed dealing. Clearance will be processed by the Group Secretary in accordance with approval procedures established by the Board from time to time.

5.5 Participation in Employee Share Plans

You are not required to seek consent or provide notification in connection with participation in an employee share plan (e.g. applying for an allocation of securities pursuant to an employee share offer or exercising vested rights or options).

However, dealings with vested shares from employee share plans are still subject to Paragraph 4. Where securities granted under an employee share plan cease to be held under that plan, any dealings in those securities must only occur in accordance with this Policy.

6. Dealing in closed periods

If, due to exceptional circumstances, you need to deal in securities during a closed period, and you are not in possession of any inside information, you may apply in writing to the Group Secretary for prior written approval to deal.

For the purposes of this Policy, exceptional circumstances include:

- severe financial hardship;
- a requirement to comply with a court order or court enforceable undertaking; or
- any other circumstances which the approvers mentioned below determines to be exceptional.

On receipt of your application the Group Secretary will:

- for an employee or contractor, seek approval on your behalf from the CEO;
- for the CEO or any director, seek approval on your behalf from the Chairman of the Board;
- for the Chairman of the Board, seek approval on your behalf from the Chairman of the Audit and Financial Risk Committee.

7. Breach of this Policy

A breach of this Policy by any covered individual, including any connected person, will be regarded as serious misconduct and the Company reserves the right to take disciplinary action including immediate dismissal or termination of employment.

Contravention of the share trading and inside information provisions in the Australian Corporations Act may result in civil or criminal penalties. A breach of the share trading and inside information provisions in the PNG Securities Act is also a criminal offence.

8. Further information

If you require any further information or do not understand how this Policy applies to you, please contact the Group Secretary. All requests for approvals should be passed to the Group Secretary for processing.

9. Review of this Policy

This Policy will be reviewed and updated as required.