
ASX Announcement

20 May 2016

Oil Search and Total sign agreement regarding acquisition of InterOil assets in Papua New Guinea

- **MoU signed between Oil Search and Total. Oil Search to sell down 60% of the interest acquired from InterOil in PRL 15 and 62% of InterOil's exploration assets to Total, subject to closing the InterOil acquisition.**
- **Oil Search and Total to focus on development of Papua LNG Project and to pursue cooperation and/or integration opportunities with PNG LNG Project.**
- **MoU with Total underpins the value of the InterOil transaction, enhances Oil Search's liquidity and, importantly, drives long term alignment between the JV parties to deliver value for all stakeholders.**

Oil Search Limited and Total SA are pleased to announce that they have entered into an exclusive Memorandum of Understanding (MoU). This follows Oil Search's agreement to acquire InterOil Corporation (InterOil), announced earlier today.

The MoU sets out the principles on which:

- Oil Search will sell down 60% of InterOil's interests in PRL 15 and 62% of InterOil's interests in its other exploration assets to Total following the successful completion of Oil Search's acquisition of InterOil. The terms of the sell down will be consistent with the value implied under the InterOil transaction
- Oil Search and Total will seek to maximise the value for all stakeholders by pursuing cooperation and/or integration opportunities with the PNG LNG Project

The MoU is expected to deliver significant value to Oil Search, InterOil and Total shareholders:

- Immediately de-risks Oil Search's acquisition of InterOil through the PRL 15 sell-down process, delivering certainty and incremental liquidity for Oil Search and InterOil shareholders
- Establishes an aligned partnership between Total and Oil Search, with material interests in the Papua LNG Project, while also providing the possibility of bringing in new partners including LNG buyers
- Provides a commitment to maximise the value of the Papua LNG Project through cost minimisation, schedule acceleration and optimal resource utilisation through cooperation and/or integration with the PNG LNG Project
- In a standalone project case, aligns Total and Oil Search to deliver a robust LNG project with equity available for buyers and potential new participants

Sell-down Agreement

Oil Search and Total have agreed that Total's acquisition of equity in PRL 15 and InterOil's exploration assets will be on the same terms as Oil Search's proposed acquisition of InterOil announced earlier today. The transaction is anticipated to occur shortly after completion of the proposed acquisition of InterOil. Following completion of the sell-down process, Oil Search and Total will share, on a pro rata basis, all costs and liabilities in respect of acquiring InterOil, as well as any future Contingent Value Rights payable to InterOil shareholders, at or above a 2C resource of 6.5 tcf for Elk-Antelope.

Following the sell-down to Total, Oil Search expects to have an equity interest in PRL 15 of up to 37.4%, or 29.0% post government back-in, with Total holding an equity interest in PRL 15 of up to 62.1%, or 48.1% post government back-in. This equates to Oil Search selling down 60% of InterOil's 36.5% (28.3% post government back-in) PRL15 interest to Total.

After paying for the additional equity in PRL 15 and equity in InterOil's exploration assets, Total will also pay Oil Search a further cash amount of US\$141.6m on 1 July 2017 and US\$230m at FID for the Papua LNG Project. No further contingent resource payments or exploration carries will be due by Total.

Under the MOU, both Oil Search and Total have committed to ensuring an accurate resource certification under the Total-InterOil SPA. Oil Search and Total are committed to ensuring the interim resource certification process is transparent and focused on accurately assessing the potential resource in the Elk-Antelope gas fields for the purposes of the CVR calculation and for guiding development plans for the Papua LNG Project. This process will follow the yet-to-be formally approved Antelope-7 appraisal well program.

Development Agreement

Under the terms of the MoU, Oil Search and Total's objectives are to maximise the value of the Papua LNG Project through capital and operating cost minimisation, project acceleration and optimal resource utilisation. Oil Search and Total have therefore agreed to pursue cooperation and/or integration opportunities between the Papua LNG Project and the PNG LNG Project, to maximise value for all stakeholders.

Commenting on the MoU, Oil Search's Managing Director, Peter Botten, said:

"This MoU, along with our proposed acquisition of InterOil, is a tangible step forward to optimising cooperation between PNG's two world-class LNG projects, where we now have complementary significant interests. This has the potential to deliver capital efficient, high returning investments which is especially important in periods of low oil and gas prices. This agreement between Oil Search and Total, supported by the PNG government is a major advance in maximising value in these world-class assets for all stakeholders, while also facilitating the entry of potential new parties, including LNG buyers, into Papua LNG."

Total's Chairman and Chief Executive Officer, Patrick Pouyanné, said:

"Following our entry into PRL 15 in 2014, this agreement between Total and Oil Search demonstrates Total's strong commitment to the development of PNG's gas resources. In line with our strategy to hold significant interest when we are operator, we will increase our operated interest to a more material level to drive the future development of the Papua LNG project, a low cost onshore LNG project close to Asian markets. Total is very pleased to establish such a strong cooperation with Oil Search. This aligned partnership paves the way to jointly working towards optimizing the monetization of these resources, including by actively seeking opportunities for collaboration and/or integration with the existing PNG LNG Project, for the benefit of all stakeholders."

Goldman Sachs and Macquarie Capital are acting as financial advisers to Oil Search on this transaction.

About Oil Search

Oil Search is an oil and gas exploration and development company, which was established in Papua New Guinea (PNG) in 1929. Oil Search's main asset is its 29% interest in the 6.9 MTPA PNG LNG Project, a world-scale liquefied natural gas (LNG) development operated by ExxonMobil PNG Limited. In addition to the PNG LNG Project, Oil Search has a 22.8% interest in the Papua LNG Project and interests in, and operates all of, PNG's currently producing oil fields. Approximately 20% of PNG LNG Project gas is sourced from the Oil Search-operated oil fields.

About Total

Total is a global integrated energy producer and provider, leading international Oil and Gas Company, and the world's second-ranked solar energy operator with SunPower. Total has over 96,000 employees and is committed to better energy that is safer, cleaner, more efficient, more innovative and accessible to as many people as possible. As a responsible corporate citizen, Total is focused on ensuring that their operations in more than 130 countries worldwide consistently deliver economic, social and environmental benefits. Total have been involved in PNG since 2012 and are the operator of the Papua LNG Project.

About InterOil

InterOil is an independent oil and gas business with a sole focus on Papua New Guinea. InterOil's assets include a 36.5% interest in the Papua LNG Project, which comprises one of Asia's largest undeveloped gas fields, Elk-Antelope, in the Gulf Province, and exploration licences covering about 16,000sqkm. Its main offices are in Singapore and Port Moresby. InterOil is listed on the New York and Port Moresby stock exchanges.

For further information please contact:

Investors and Media:

Oil Search

Investors:

Ann Diamant
General Manager, Investor Relations and
Communications
Tel: +61 2 8207 8440
Mob: +61 407 483 128

Media

Ruth Waram
Manager – PNG Communications
Mob: +675 7190 6078

P&L Corporate Communications:

Ian Pemberton
Principal
Tel: +61 2 9231 5411
Mob: +61 402 256 576

Hill+Knowlton Strategies:

Jackie Zupsic (US)
Tel: +1 (212) 885 0590
Mob: +1 (805) 698 5060

Rick Harari (Canada)
Tel: +1 (416) 413 4766
Mob: +1 (416) 209 5755

Total SA

Investors:

Mike Sangster, Nicolas Fumex, Patrick Guenkel,
Romain Richemont
Tel: +44 7901 111 244
Tel: +44 7818 521 372

Robert Hammond (US)
Tel: +1 713 483 5070

Media

Press office: +33 (0) 147 444 699

Legal Notice

None of the securities anticipated to be issued pursuant to the Plan of Arrangement have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issued in the Arrangement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

There can be no assurance that the Arrangement will occur. The proposed Arrangement is subject to certain approvals and the fulfilment of certain conditions, and there can be no assurance that any such approvals will be obtained and/or any such conditions will be met.

Further details regarding the terms of the transaction are set out in the Arrangement Agreement and will be provided in a management information circular which will be available under the profile of InterOil Corporation at www.sedar.com.

Forward Looking Statements

This release includes "forward-looking statements". All statements, other than statements of historical facts, included in this release that are forward-looking statements. These statements are based on the current belief of InterOil and Oil Search, as well as assumptions made by, and information currently available to InterOil and Oil Search. No assurances can be given however, that these events will occur. Actual results could differ, and the difference may be material and adverse to the combined company and its shareholders. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the InterOil and Oil Search, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include in particular information and statements relating to InterOil's agreement with Oil Search and the ability to realize the anticipated benefits, Oil Search's agreement with Total and the ability to realize the anticipated benefits, the ability to complete either of the two transactions, either on the anticipated timeline or at all, the ability to obtain required regulatory and court approvals for the two transactions, the combined company's expected growth profile, the anticipated market capitalization of the combined company, the need to integrate the two companies and related costs, business disruptions relating from the transactions, the outcome of any legal proceeding relating to the transactions, the combined company becoming a leading exploration and production champion for Papua New Guinea, the profitability of the combined company, information or statements relating to resources, hydrocarbon volumes, well test results, the estimated timing of the LNG project, the timing and quantum of the certification payment, the costs and break-even prices and potential revenues of the LNG project, the estimated drilling times of the exploration or appraisal wells and estimated 2016 budgets and expenditures, the absence of an established market for natural gas or gas condensate in Papua New Guinea and the ability to extract and sell commercially any natural gas or gas condensate, oil and gas prices, changes in market demand for oil and gas, currency fluctuations, drilling results, field performance, the timing of well work-overs and field development, reserves depletion, fiscal and other governmental issues and approvals, and the other risk factors discussed in InterOil's and Oil Search's publicly available filings, including but not limited to those in InterOil's annual report for the year ended December 31, 2015 on Form 40-F and its Annual Information Form for the year ended December 31, 2015, and in Oil Search's annual report for the year ended December 31, 2015, as well as the risk that Oil Search and Total do not enter into definitive agreements relating to the MOU.

InterOil and Oil Search disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable laws.