

ASX Announcement

18 March 2014

ASX: WPL
OTC: WOPEY

Woodside Petroleum Ltd.
ACN 004 898 962
Woodside Plaza
240 St Georges Terrace
Perth WA 6000
Australia
www.woodside.com.au

NOTICE OF 2014 ANNUAL GENERAL MEETING

Woodside's 2014 Annual General Meeting will be held on Wednesday, 30 April 2014 at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia at 10.00am.

The Notice of Meeting, Explanatory Memorandum and Voting Form have been mailed to shareholders today. Copies of these documents follow this announcement and are available on Woodside's website at www.woodside.com.au.

The 2013 Annual Report and 2013 Shareholder Review have also been mailed today to shareholders who have elected to receive printed copies of these documents. Copies of the documents have previously been lodged with the ASX and are available on Woodside's website at www.woodside.com.au.

Contacts:

MEDIA

Michelle Grady
W: +61 8 9348 5995
M: +61 418 938 660
E: michelle.grady@woodside.com.au

INVESTORS

Craig Ashton
W: +61 8 9348 6214
M: +61 417 180 640
E: investor@woodside.com.au

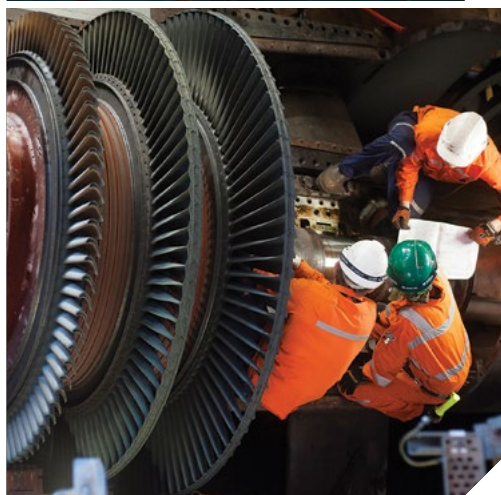
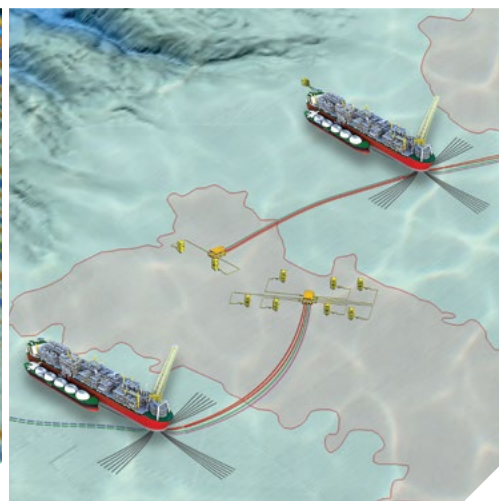
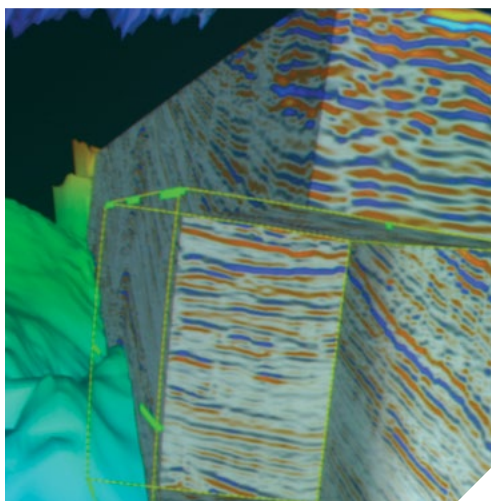
NOTICE OF
2014 ANNUAL GENERAL MEETING



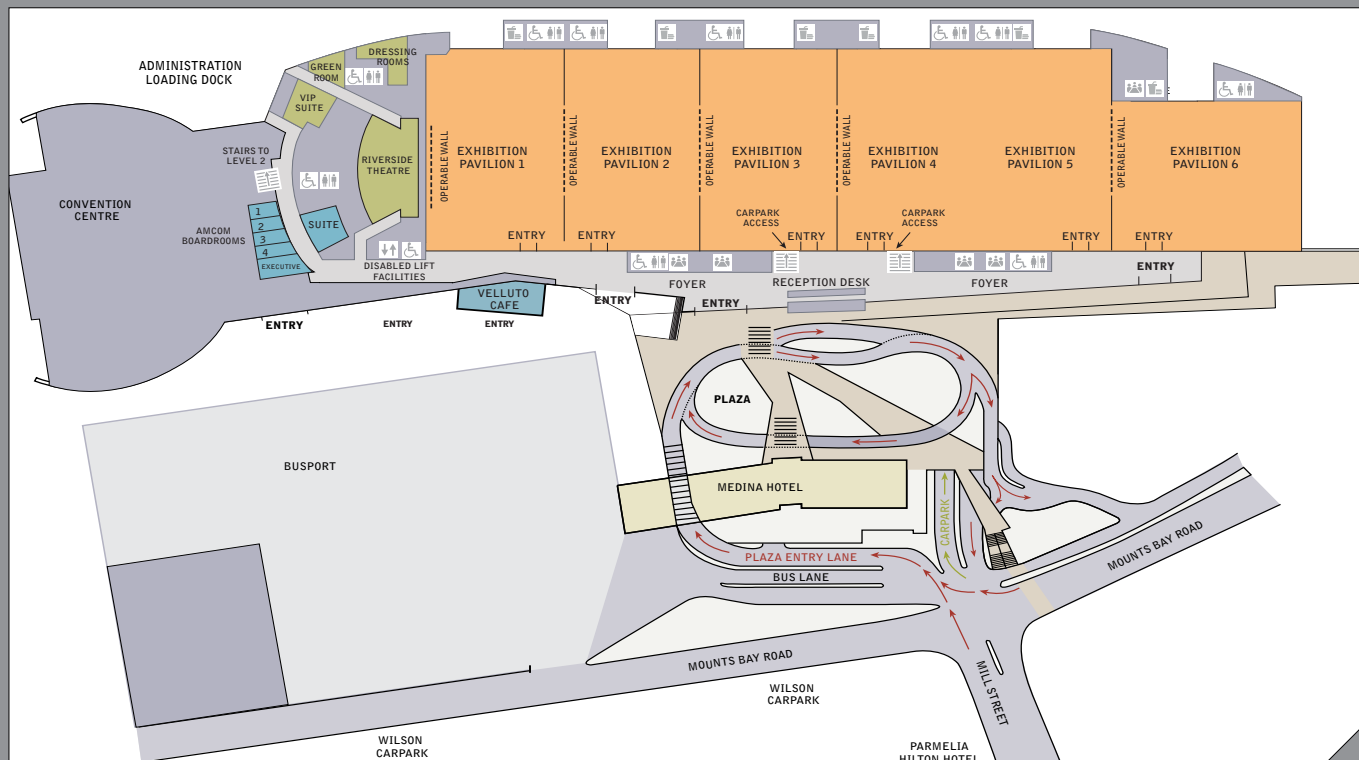
POSITIONED FOR FUTURE GROWTH

**10.00am (WST)
Wednesday, 30 April 2014**

Perth Convention and
Exhibition Centre,
21 Mounts Bay Road,
Perth, Western Australia



LOCATION OF THE PERTH CONVENTION AND EXHIBITION CENTRE (PCEC)



PERTH CBD ROADWORKS AND CLOSURES

At the date of the Annual General Meeting, Perth CBD may be affected by roadworks and closures.

For further information regarding roadworks and closures please call 138 138 or visit

<https://www.mainroads.wa.gov.au/usingroads/roadtrafficinformation/roadworksclosures/pages/cbdprojects.aspx>.

PUBLIC TRANSPORT AND PARKING INFORMATION

P

PCEC PARKING

The PCEC carpark is popular and fills early. Alternate parking is available at:

P

WILSON PARKING

- The Quadrant – entry via Mounts Bay Road
- Westralia Square – entry via Mounts Bay Road
- Central Park Carpark – entry via 152-158 St Georges Terrace

For more information on Wilson Parking please call 08 9415 2800 or visit www.wilsonparking.com.au.

P

CITY OF PERTH PARKING

- His Majesty's Carpark – entry via Murray Street

For more information on City of Perth carparks please call 1300 889 613 or visit <http://www.perth.wa.gov.au/parking>.

Parking bays for the disabled are available in the PCEC carpark, with nearby ramp/lift access available. For further information on City of Perth's special facilities within the carpark please call 1300 889 613 or email info.city@cityofperth.wa.gov.au.



BUS

Perth's central bus port is located adjacent to the PCEC. For bus timetables and further information, visit www.transperth.wa.gov.au.



TRAIN

The Esplanade train station is located next to the PCEC. For train timetables and further information visit www.transperth.wa.gov.au.

Woodside Petroleum Ltd.
ACN 004 898 962

Woodside Plaza
240 St Georges Terrace
Perth WA 6000
GPO Box D188
Perth WA 6840
Australia
t: +61 8 9348 4000

www.woodside.com.au

SHAREHOLDER LETTER

2014 ANNUAL GENERAL MEETING

Dear Shareholder

I am pleased to invite you to the 2014 Annual General Meeting of Woodside Petroleum Ltd to be held on Wednesday, 30 April 2014 at 10.00am (WST) at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia.

If you will be attending the Annual General Meeting, you will need to register at one of the registration desks on the day. Registration commences at 9.30am (WST). Prompt registration will be facilitated if you bring your Voting Form with you, using the bar code appearing at the top of the Voting Form.

If you are unable to attend the Annual General Meeting but wish to vote on resolutions to be considered at the meeting, you may vote your shares directly or appoint a proxy to act on your behalf. You may register your voting instructions electronically at Woodside's share registry's website www.investorvote.com.au. Alternatively you may complete and return the Voting Form enclosed with this letter. To be valid, your Voting Form or electronic voting instructions must be received by 10.00am (WST) on Monday, 28 April 2014.

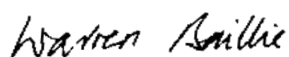
As in previous years, the Annual General Meeting will be webcast live on the internet at <http://www.woodside.com.au/Investors-Media/Pages/Webcasts-and-Teleconferences.aspx>. An archive version of the webcast will also be made available for later viewing.

Shareholders who have not elected to receive a printed copy of the 2013 Annual Report may obtain a copy from the Company's website at <http://www.woodside.com.au/Investors-Media/Annual-Reports/Pages/2013-Annual-Report.aspx>. The 2013 Sustainable Development Report is also available from the Company's website.

Your directors and the management of Woodside look forward to seeing you at the Annual General Meeting. Should you require any further information, please call our office on +61 8 9348 4000.

Yours sincerely

WOODSIDE PETROLEUM LTD



Warren Baillie
Company Secretary
18 March 2014

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting of shareholders of Woodside Petroleum Ltd (Company) will be held on Wednesday, 30 April 2014 at 10.00am (WST) at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia.

1 Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the directors and auditor for the year ended 31 December 2013.

2. Re-election of Directors

To consider and if thought fit to pass as separate ordinary resolutions:

- (a) Mr Michael Chaney is re-elected as a director.
- (b) Mr David McEvoy is re-elected as a director.

3. Remuneration Report

To consider and if thought fit to pass as an ordinary resolution:

The Remuneration Report for the year ended 31 December 2013 is adopted.

Note – the vote on this resolution is advisory only and does not bind the directors or the Company.

Voting exclusion statement

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on item 3:

- by or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report or their closely related parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 3:

- in accordance with a direction as to how to vote on the Voting Form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though item 3 is connected with the remuneration of the Company's KMP.

4. Non-Executive Directors' Remuneration

To consider and if thought fit to pass as an ordinary resolution:

For the purpose of Rule 64 of the Constitution, the maximum aggregate amount of remuneration that may be paid to the Company's non-executive directors in any financial year is increased by \$750,000, from \$3 million to \$3.75 million, with the increase to take effect on 1 May 2014 and apply pro rata to the financial year ending 31 December 2014.

Voting exclusion statement

In accordance with the Corporations Act 2001 (Cth) and ASX Listing Rule 10.17, the Company will disregard any votes cast on item 4:

- by or on behalf of any directors or an associate of a director, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 4:

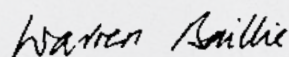
- in accordance with a direction as to how to vote on the Voting Form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though item 4 is connected with the remuneration of the Company's KMP where the shareholder has ticked the Voting Form acknowledging that the Chairman may vote as he decides.

5. Amendment to Constitution

To consider and if thought fit to pass as a special resolution:

That Rule 62 of the Constitution be amended as set out in the Explanatory Memorandum to this Notice of Meeting.

By order of the Board



Warren Baillie
Company Secretary
18 March 2014

NOTES

The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in the Explanatory Memorandum have the same meanings when used in this Notice of Annual General Meeting.

Voting Entitlements

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the Board has determined that, for the purpose of voting at the meeting, shareholders are those persons who are the registered holders of Company shares at 5.00pm (WST) on Monday, 28 April 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

All shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder of the Company.

Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing shareholder can specify what proportion of their votes they want each proxy to exercise. If no proportion is specified, each proxy may exercise half the member's votes. Neither proxy may vote on a show of hands.

If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise all available votes in favour of the relevant resolution.

In accordance with the Corporations Act 2001 (Cth), any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote proxies as directed.

Proxy voting on Item 3 (Remuneration Report) and Item 4 (Non-Executive Directors' Remuneration)

The key management personnel of the Company (which includes each of the directors and executives named in the Company's 2013 Remuneration Report) and their closely related parties will not be able to vote as your proxy on items 3 or 4 unless you tell them how to vote, or the Chairman of the meeting is your proxy. If you intend to appoint a member of the key management personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on items 3 and 4 otherwise they will not be able to cast a vote as your proxy on those items.

If you appoint the Chairman of the meeting as your proxy, you can direct him how to vote by marking one of the boxes for items 3 and 4 (i.e.: to vote "for", "against" or "abstain"). If you appoint

the Chairman of the meeting as your proxy or the Chairman of the meeting is appointed as your proxy by default, but you do not mark a voting box for items 3 or 4, you will be taken to have expressly authorised the Chairman of the meeting to exercise the proxy in respect of that item even though the items are connected with the remuneration of the key management personnel. However, the Chairman of the meeting will not be able to vote on item 4 unless you also mark the box in Section C of the Voting Form.

Direct Voting

A direct vote will enable shareholders to vote on resolutions considered at the meeting by lodging their votes with the Company prior to the meeting. Direct voting will enable shareholders to exercise their voting rights without needing to attend the meeting or appoint a proxy.

Please note that a shareholder who has cast a direct vote may attend the meeting, but their attendance will cancel the direct vote.

Lodgement

A Voting Form for appointment of a proxy or direct voting is enclosed with this notice. If you wish to appoint a proxy or direct vote, please complete the Voting Form in accordance with the instructions on the back of the Voting Form and return it to Computershare Investor Services Pty Ltd:

- by post to GPO Box 242 Melbourne Victoria 3001 Australia; or
- by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Alternatively, you may register your voting or proxy instructions electronically at the Share Registry website www.investorvote.com.au.

To be valid, Voting Forms or electronic voting instructions must be received by **10.00am (WST) on Monday, 28 April 2014**.

Bodies Corporate

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Custodians and Nominees

For Intermediary Online subscribers only (custodians and nominees) please visit www.intermediaryonline.com to submit your voting intentions.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the shareholders of Woodside Petroleum Ltd (Company) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Wednesday, 30 April 2014.

Resolutions 2(a), 2(b), 3 and 4 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. Resolution 5 is a special resolution which requires a majority of at least 75% of votes cast by shareholders entitled to vote on the resolution.

This Explanatory Memorandum is an important document and should be read carefully by all shareholders.

ITEM 1 FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act 2001* (Cth) (Corporations Act) requires the Company to lay its Financial Report and the reports of the directors and auditor for the last financial year before the Annual General Meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The 2013 Annual Report is available on the Company's website at www.woodside.com.au.

ITEM 2 ELECTION OF DIRECTORS

Items 2(a) and 2(b) seek approval for the re-election of Messrs Chaney and McEvoy who are retiring by rotation under Rule 75(a) of the Company's Constitution. This rule states that a director must retire from office at the third annual general meeting after the director was elected or most recently re-elected. Messrs Chaney and McEvoy are eligible for election under Rule 75(c) and offer themselves for re-election as a director of the Company.

ITEM 2(A)



Michael Alfred Chaney, AO

*BSc, MBA, Hon LLD (UWA), FAICD,
Age 63*

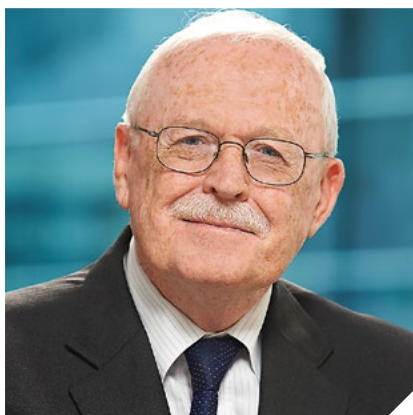
Mr Chaney has been a non-executive director since 30 November 2005 and Chairman since 31 July 2007. He is the chair of the Nominations Committee and attends the other Board committee meetings. Mr Chaney is an independent director.

Mr Chaney's experience includes 22 years with Wesfarmers Limited (including holding the offices of managing director and chief executive officer from 1992 to 2005), three years with investment bank Australian Industry Development Corporation and eight years as a petroleum geologist working on the North West Shelf and in USA and Indonesia. He was a non-executive director of BHP Billiton Limited (1995 to 2005) and BHP Billiton Plc (2001 to 2005). He is currently chair of National Australia Bank Ltd, Gresham Partners Holdings Limited and the International Education Advisory Council, a director of the Centre for Independent Studies Ltd, Chancellor of the University of Western Australia and a member of the JP Morgan International Council and the Prime Minister's Business Advisory Council.

Mr Chaney has indicated that, if re-elected, he intends to retire from the Board at the end of his three-year term, in 2017.

Following the annual review of the performance of directors conducted by the Board, the Board (excluding Mr Chaney) recommends the re-election of Mr Chaney as a director of the Company.

ITEM 2(B)



David Ian McEvoy

*BSc (Physics), Grad Dip (Geophysics),
Age 67*

Mr McEvoy has been a non-executive director since 1 September 2005. He is the chair of the Sustainability Committee and a member of the Audit & Risk and Nominations Committees. Mr McEvoy is an independent director.

Mr McEvoy had a 34 year career with ExxonMobil involving extensive international exploration and development experience. He is currently a director of AWE Limited.

Mr McEvoy has indicated that, if re-elected, he intends to retire from the Board at the end of his three-year term, in 2017.

Following the annual review of the performance of directors conducted by the Board, the Board (excluding Mr McEvoy) recommends the re-election of Mr McEvoy as a director of the Company.

ITEM 3 REMUNERATION REPORT

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act.

The Remuneration Report details the Company's policy on the remuneration of non-executive directors, the CEO, the Executive Director and Executive Vice President Corporate & Commercial and other senior executives and is set out on pages 61 to 73 of the 2013 Annual Report, which is available on the Company's website at www.woodside.com.au.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

ITEM 4 NON-EXECUTIVE DIRECTORS' REMUNERATION

In accordance with Rule 64 of the Company's Constitution and ASX Listing Rule 10.17, shareholder approval is sought to increase the maximum aggregate amount available for non-executive directors' remuneration (as that term is defined in Rule 64 of the Constitution) in any financial year (Fee Pool) by \$750,000, from \$3 million to \$3.75 million. The current Fee Pool of \$3 million was approved by shareholders at the 2007 Annual General Meeting.

It is proposed that the increase in the Fee Pool will take effect on 1 May 2014 and will apply pro rata to the financial year ending 31 December 2014. The Company does not intend to distribute all of the proposed Fee Pool, if approved, in the current year.

The directors are seeking shareholder approval to increase the Fee Pool for the following reasons:

- to ensure that the Fee Pool can accommodate payment of fees to any additional directors appointed to the Board (noting the proposed amendment to the Company's Constitution to increase the maximum number of directors permitted on the Board (see the explanatory notes on Item 5)); and
- to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors.

The level of non-executive directors' fees is reviewed annually for alignment with market practice. In considering non-executive directors' fees, the Board seeks the advice of independent remuneration consultants to ensure that the Company's approach is appropriate having regard to market practice.

Details of fees paid to non-executive directors for the year ended 31 December 2013 are included in the Remuneration Report.

ITEM 5 AMENDMENT TO CONSTITUTION

The Company's Constitution was last amended in 2011. The only proposed amendment at this Annual General Meeting relates to Rule 62 of the Constitution. Under Rule 62, the directors may determine the number of directors on the Board but this number cannot be less than three or more than 10 (unless resolved otherwise by shareholders in a general meeting).

It is proposed that Rule 62 be amended to increase the maximum number of directors permitted on the Board under the Constitution from 10 to 12. The proposed increase will enable the Company to appoint additional non-executive directors if considered appropriate as part of the Board's succession planning strategy and to ensure that the Board continues to have the right balance of skills, knowledge and experience, taking into account the Company's pursuit of new growth opportunities.

Amended Rule 62 would read:

Unless otherwise determined by the Company in general meeting, the number of Directors (not including alternate Directors) must be the number, not being less than three nor more than twelve, which the Board may determine but the Board may not reduce the number below the number of Directors in office at the time of the reduction. All Directors are to be natural persons.

The Board recommends that shareholders vote in favour of this resolution.



woodside

NOTICE OF
2014 ANNUAL GENERAL MEETING

POSITIONED FOR FUTURE GROWTH

Head Office:

Woodside Petroleum Ltd
240 St Georges Terrace
Perth WA 6000 Australia

Postal Address:

GPO Box D188
Perth WA 6840 Australia

t: +61 8 9348 4000
f: +61 8 9214 2777

e: companyinfo@woodside.com.au

Visit us at
www.woodside.com.au



woodside

Woodside Petroleum Ltd
ABN 55 004 898 962

Mark this box with an 'X' if you have made any changes to your address details or written other comments on this form.



Lodge your vote:

Online:
www.investorvote.com.au

Control Number: 136843

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 558 507
(outside Australia) +61 3 9415 4632

Please mark to indicate your directions

SHAREHOLDER VOTING FORM

STEP 1 Indicate How Your Vote Will be Cast - Mark either A or B

At the Annual General Meeting of Woodside Petroleum Ltd to be held at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on Wednesday, 30 April 2014 at 10.00am (WST) and at any adjournment and postponement of that meeting (Meeting), I/we being member/s of Woodside Petroleum Ltd direct the following:

A VOTE DIRECTLY	OR	B APPOINT A PROXY
☐ Record my/our votes strictly in accordance with directions in Step 2. PLEASE NOTE: You must mark FOR, AGAINST or ABSTAIN on each item for a valid direct vote to be recorded.	OR	I/We appoint the Chairman of the Meeting ☐ OR or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit). Chairman authorised to exercise undirected proxies on remuneration related resolutions (items 3 and 4): Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), and I/we have not directed the proxy how to vote on items 3 or 4 in Step 2 below, by signing and returning this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on items 3 and 4 even though items 3 and 4 are connected with the remuneration of key management personnel of the Company.

Important note: For item 4, the express authority referred to in Section B is subject to you marking the box in Section C below.

C Important note: Exercise of proxies by the Chairman of the Meeting on item 4

☐ By marking this box, I/we acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman of the Meeting has an interest in the outcome of item 4 and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on item 4 and your votes will not be counted in calculating the required majority if a poll is called on this item 4.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and mark the **ABSTAIN** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
Item 2(a) Re-election of Mr Michael Chaney	☐	☐	☐	Item 3 Remuneration Report	☐	☐	☐
Item 2(b) Re-election of Mr David McEvoy	☐	☐	☐	Item 4 Non-Executive Directors' Remuneration	☐	☐	☐
				Item 5 Amendment to Constitution	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Shareholder/s - THIS SECTION MUST BE COMPLETED.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

YOUR VOTE IS IMPORTANT - PLEASE READ THE INFORMATION BELOW

If you are unable to attend the Meeting, you are encouraged to register your voting instructions online or complete and lodge this form. You may either lodge your vote directly by marking section A or appoint a person/body corporate who will attend as your proxy by marking section B.

Vote Directly - Mark Section A

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box or you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appoint a Proxy - Mark Section B

If you wish to appoint the Chairman of the meeting as your proxy, mark the box in Section B. If the person you wish to appoint is someone other than the Chairman of the meeting, please write the name of that person in Section B.

A proxy need not be a shareholder of Woodside Petroleum Ltd.

If you do not select an option under Step 1 of this voting form (direct voting or proxy appointment), or you select both options, you will be taken to have appointed the Chairman of the meeting as your proxy to vote on your behalf.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half the votes. When appointing a second proxy write both names and the percentage of votes or number of shares for each in Step 1 overleaf.

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose, subject to the voting restrictions explained below. If you mark more than one box on an item your vote will be invalid for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Voting restrictions applying to key management personnel

If you intend to appoint as your proxy a member of the key management personnel of Woodside Petroleum Ltd (other than the Chairman of the Meeting) or one of their closely related parties, that person will not be able to vote as your proxy on items 3 or 4 unless you direct them how to vote.

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting becomes your proxy by default, and you do not mark a voting box for items 3 and 4, then by signing and returning this Voting Form you will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant items even though the items are connected with the remuneration of the key management personnel. However, the Chairman of the Meeting will not be able to vote on item 4 unless you mark the box in Section C. The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Signing Instruction for Postal Forms

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Please bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com



For your vote to be effective it must be received no later than 10.00am (WST) on Monday, 28 April 2014

Documents may be lodged using the reply addressed envelope or:

BY FAX:

1800 783 447

BY MAIL:

Share Registry - Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne VIC 3001

IN PERSON:

Share Registry - Computershare Investor Services Pty Limited,
Level 2, 45 St Georges Tce, Perth WA 6000



ONLINE:

Vote online, view the annual report or review
and update your shareholding 24 hours a day,
7 days a week at:

www.investorvote.com.au

OR

Scan the QR Code with your
mobile device and follow the
instructions provided:



You will need information shown on the front of this Voting Form to register your direct vote or proxy online.