

2 Park Street
Sydney NSW 2000
GPO Box 557
Sydney NSW 2001
Australia

T 61 2 8225 1000
F 61 2 8225 5275



facsimile

To: ASX Company Announcements Platform **Fax:** 1300 135 638
&
Mr Michael Abbott, Mr Warren Baillie **Fax:** (08) 9348 4990
Woodside Petroleum Limited [WPL]

From: Chris Cox **Fax:** (02) 8225 5114
Citigroup Global Markets Australia Pty Limited

Date: 24 June 2014 **Pages:** 3 (including cover sheet)

Subject: Submission of Form 605 - Woodside Petroleum Limited [WPL]

If you do not receive all pages, please telephone on 61 2 8225 4070

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Notice of ceasing to be a substantial shareholder – Woodside Petroleum Limited (WPL)

Citigroup Global Markets Australia Pty Limited (**Citi**) and Goldman Sachs Australia Pty Ltd (**Goldman Sachs** collectively, **Joint Lead Managers**) have underwritten the sale of 78,271,512 WPL fully paid ordinary shares (**Sale Securities**) by Shell Energy Holdings Australia Limited (**Seller**). In connection with the sale, The Joint Lead Managers entered into a block trade agreement with the Seller on 17 June 2014 (**Agreement**), which was attached to Citi's substantial filing on 19 June 2014.

Yesterday, settlement of the Sale Securities was completed and as a result Citi files the attached ceasing to be substantial shareholder notice.

Yours sincerely,

Chris Cox
Managing Director, Head of Markets Australia & New Zealand
Citigroup Global Markets Australia Pty Ltd

Notice of ceasing to be a substantial holder
**Form 605
Corporations Act
Section 671B**

To: Woodside Petroleum Ltd (**WPL**, Fully Paid Ordinary Shares)

1. Details of substantial shareholder

Citigroup Global Markets Australia Pty Limited (ACN 003 114 832) and each of the related bodies corporate in the Citi group of companies worldwide (for more details please visit www.citigroup.com).

The holder ceased being a substantial holder on 23 June 2014.

The previous notice had been given to the company on 19 June 2014.

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed and Person's votes affected	Nature of Relevant Interest	Class of securities affected
23 June 2014	Citigroup Global Markets Australia Pty Limited	Citigroup Global Markets Australia Pty Limited, ceased to hold a relevant interest in these shares as a result of the transfer and settlement of the relevant securities the subject of the block trade agreement entered into with Shell Energy Holdings Australia Limited on 17 June 2014.	WPL, Fully Paid Ordinary Shares

3. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Citigroup Global Markets Australia Pty Limited	Level 22, Citigroup Centre, 2 Park Street, Sydney NSW 2000

Dated this day, 24 June 2014



Chris Cox
Managing Director, Head of Markets Australia & New Zealand
Citigroup Global Markets Australia Pty Limited