

# Appendix 3Z

## Final Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

Name of entity Woodside Petroleum Ltd
ABN 55 004 898 962

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Robert James COLE
Date of last notice	3 October 2014
Date that director ceased to be director	26 November 2014

**Part 1 – Director's relevant interests in securities of which the director is the registered holder**  
*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>  7,163 ordinary shares  1,830 equity rights held under the Woodside Equity Plan  14,350 equity rights held under the Supplementary Woodside Equity Plan
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+ See chapter 19 for defined terms.

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
Beneficial interest in ordinary shares held by Asgard Capital Management Ltd (Account: Robert Cole)	4,007 ordinary shares
Beneficial interest in ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed share facility	22,229 ordinary shares
Beneficial interest in ordinary shares held by Pacific Custodians Pty Ltd as trustee under the Woodside Executive Incentive Plan	4,004 ordinary shares
Beneficial interest in ordinary shares held by Pacific Custodians Pty Ltd as trustee under the Woodside Executive Incentive Plan	13,016 ordinary shares

#### Part 3 – Director's interests in contracts

Detail of contract	Mr Cole is a participant in the Executive Incentive Plan. The key terms of Mr Cole's participation in the Executive Incentive Plan are set out in the 2013 Remuneration Report, which appears on pages 61 to 73 of the 2013 Annual Report.
Nature of interest	Direct  Variable pay rights (VPRs) held under the Executive Incentive Plan. As set out in the 2013 Remuneration Report, whether shares will be allocated upon vesting of the VPRs and, if so, the number of shares to be allocated, will depend on: <ul style="list-style-type: none"> <li>• the extent to which various vesting conditions are met; and</li> <li>• whether the Board determines that the VPRs are to be satisfied by cash or an allocation of shares.</li> </ul>
Name of registered holder (if issued securities)	N/A

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No. and class of securities to which interest relates	63,928 VPRs held under the Executive Incentive Plan
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