2015 HALF-YEAR REPORT

INCORPORATING APPENDIX 4D
30 JUNE 2015

woodside

CONTENTS

About this report

This 2015 Half-Year Report is a summary of Woodside's operations, activities and financial position as at 30 June 2015.

Woodside Petroleum Ltd (ABN 55 004 898 962) is the parent company of the Woodside group of companies. In this report, unless otherwise stated, references to 'Woodside', 'the company', 'the group', 'we', 'us' and 'our' refer to Woodside Petroleum Ltd and its controlled entities as a whole. The text does not distinguish between the activities of the parent company and those of its controlled entities.

References to '1H' refer to the first half of the year, i.e. the period between 1 January and 30 June 2015. All dollar figures are expressed in US currency unless otherwise stated. Production and sales volumes, reserves and resources are quoted as Woodside share.

Defined terms and abbreviations can be found on page 39.

This report should be read in conjunction with the 2014 Annual Report and the 2014 Sustainable Development Report, available on Woodside's website, www.woodside.com.au.

APPENDIX 4D (further details on page 37)

Results for announcement to the market		US$ million		
Revenues from ordinary activities	decreased	28.0%[1]	to	2,556
Net profit for the period attributable to members (reported profit)	decreased	38.6%[1]	to	679
Net profit after tax and before significant items (underlying profit)	decreased	40.2%[1]	to	679
Dividends (distributions)				
Interim dividend – fully franked (US cents per share)	66 cps 1H 2015	111 cps 1H 2014		
Record date for determining entitlements to the dividend		28 August 2015		

1. Comparisons are to the half-year period ended 30 June 2014.

ABOUT
WOODSIDE

Woodside is an Australian oil and gas company with a global presence, recognised for its world-class capabilities – as an explorer, a developer, a producer and a supplier.

Our mission is to deliver superior shareholder returns through realising our vision of becoming a global leader in upstream oil and gas.

Wherever we work, we are committed to living our values of integrity, respect, discipline, excellence and working together for a sustainable future.

Our operations are characterised by strong safety and environmental performance in remote and challenging locations.

Our producing LNG assets in the north-west of Australia are among the world's best facilities. Today, our exploration portfolio includes emerging and frontier provinces in Australia and the Asia-Pacific region, the Atlantic margins, Latin America and Sub-Saharan Africa. We have significant equity interests in high-quality exploration and development opportunities.

We are Australia's most experienced LNG operator and largest independent oil and gas company.

Our proven track record and distinctive capabilities are underpinned by 60 years of experience, making us a partner of choice.

We operate five floating oil production, storage and offloading vessels, the largest owner-operated fleet in Australia, and we have an excellent track record of efficiently and safely producing from current fields.

We are growing our portfolio through acquisitions while maintaining a disciplined approach to ensure that we continue to increase shareholder value and appropriately manage risk.

We also have interests in Canada and Timor-Leste and a dedicated office in Singapore to support our growing LNG marketing, trading and shipping activities.

Known as a reliable and safe energy supplier, our enduring relationships with foundation customers throughout the Asia-Pacific region span more than 25 years.

We are open and honest in our relationships. Sharing ideas and aspirations we have the courage to always do the right thing for our people, partners, customers and communities.

WOODSIDE COMPASS

Our mission

To deliver superior shareholder returns.

Vision

Our aim is to be a global leader in upstream oil and gas.

Values

- **Integrity** – We are open, honest and fair. We do what we say we will do. We have the courage to do the right thing.
- **Respect** – We give everyone a fair go. We listen.
- **Discipline** – We play by the rules. We set goals and we hold ourselves to account.
- **Excellence** – We achieve great results. We learn. We get better.
- **Working Together** – We are on the same team. We build long-term partnerships.
- **Working Sustainably** – We are here for the long term. We look after each other, our communities and our environment. We keep each other safe.

DIRECTORS' REPORT

FINANCIAL OVERVIEW

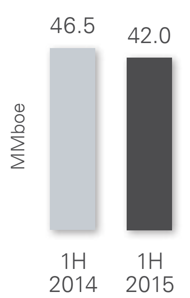
The directors of Woodside Petroleum Ltd present their report and the consolidated financial report for the half-year ended 30 June 2015 as follows:

PRODUCTION

▼9.7%

Production of 42.0 MMboe in 1H 2015 was 9.7% lower compared to 1H 2014 primarily due to a planned turnaround at Pluto, an unplanned outage at NWS, net oil field decline and increased cyclone impact across all of our assets. This was partly offset by improved oil reliability and improved NWS gas utilisation.

Production

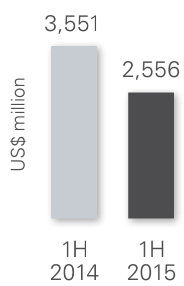


OPERATING REVENUE

▼28.0%

First half operating revenue decreased by 28.0% to $2,556 million compared to 1H 2014. This was mainly due to lower average realised prices which resulted in a reduction of $865 million and to a lesser extent lower sales volumes.

Operating revenue

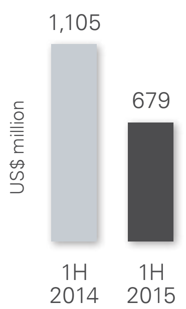


REPORTED PROFIT

▼38.6%

Reported 1H 2015 net profit after tax of $679 million was lower compared to 1H 2014 predominantly due to lower realised prices. This was partly offset by lower cost of sales, financing and other costs as well as a decrease in income tax and Petroleum Resources Rent Tax (PRRT) expense.

Reported profit after tax

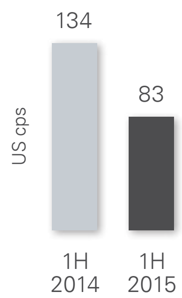


REPORTED EPS

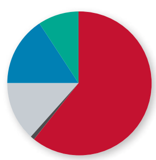
▼38.6%

Earnings per share (EPS) on a reported basis were 83 cents per share (cps), down 38.6% from 1H 2014 (134 cps).

Reported EPS

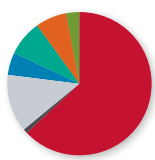


1H 2015 PRODUCTION



	%	MMboe
LNG	61	25.6
LPG	1	0.3
Oil	14	5.7
Pipeline gas	15	6.5
Condensate	9	3.9
Total		**42.0**

1H 2015 OPERATING REVENUE

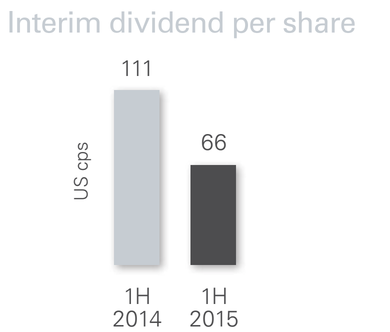


	%	US$m
LNG	63	1,601
LPG	1	20
Oil	13	335
Pipeline gas	5	146
Condensate	8	203
Trading	7	172
LNG processing	3	79
Total		**2,556**

INTERIM DIVIDEND

▼40.5%

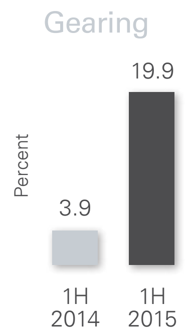
The Board has approved a fully franked interim dividend of 66 cps, representing an 80% payout ratio. This compares to 111 cps (fully franked) in 1H 2014. Further details are provided on page 31. Woodside's decreased interim dividend and EPS in 1H 2015 reflects the decrease in reported profit.



GEARING

19.9%

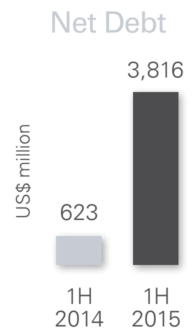
At the end of the reporting period our gearing level was 19.9%, up from 3.9% in 1H 2014. This reflects recent asset acquisitions and lower operating cash flows. Our stated gearing target is 25% with 10%–30% through the investment cycle.



NET DEBT

▲$3.2b

At the end of 1H 2015 total debt was $4.0 billion and net debt was $3.8 billion. Pre-tax portfolio cost of debt is currently 2.6%, down from 3.4% in 1H 2014. Woodside finished 1H 2015 with $0.2 billion in cash and $3.0 billion in undrawn facilities. We have sufficient liquidity to fully fund our committed activities.



RESULTS FOR FIRST HALF 2015	1H 2014	1H 2015	Variance %
	MMboe	MMboe	
Production volume	46.5	42.0	(9.7)
Sales volume	44.7	43.4	(2.9)
	US$m	US$m	
Sales revenue	3,354	2,305	(31.3)
Operating revenue	3,551	2,556	(28.0)
EBITDAX[1]	2,736	1,783	(34.8)
Exploration and evaluation expensed	(146)	(185)	26.7
Depreciation and amortisation	(703)	(651)	(7.4)
EBIT[2]	1,887	947	(49.8)
Net finance income/(costs)	(89)	(53)	(40.4)
Petroleum resource rent tax benefit/(expense)	(89)	93	(204.5)
Income tax expense	(560)	(273)	(51.3)
Total taxes	(649)	(180)	(72.3)
Non-controlling interest	(44)	(35)	(20.5)
Reported NPAT (including non-recurring items)	1,105	679	(38.6)
(Deduct)/add back non-recurring items:			
Loss on disposal of Woodside USA assets	31	-	n.m[6]
Underlying NPAT (excluding non-recurring items)[3]	1,136	679	(40.2)
Reported earnings per share (eps in cents)	134	83	(38.6)
Underlying earnings per share (eps in cents)[3]	138	83	(39.9)
Interim dividend (cps)	111	66	(40.5)
Net cash from operating activities	2,028	1,083	(46.6)
Gearing (%)[4]	3.9	19.9	n.m[6]
Total debt[5]	3,326	3,971	19.4
Cash and cash equivalents	2,703	155	(94.3)

1. *EBITDAX – earnings before interest, tax, depreciation, amortisation, exploration and evaluation (includes non-recurring items).*
2. *EBIT – earnings before interest and tax (includes non-recurring items).*
3. *The underlying (non-International Financial Reporting Standards (IFRS)) profit is unaudited but is derived from auditor reviewed accounts by removing the impact of non-recurring items from the reported (IFRS) auditor reviewed profit.*
4. *Gearing – (net debt) divided by (net debt + net equity).*
5. *Total debt – total interest bearing liabilities.*
6. *n.m. – not meaningful.*

DIRECTORS' REPORT

REVIEW OF OPERATIONS

OUR STRATEGY

During a challenging first half for the oil and gas industry, we maintained an unwavering focus on delivering against the three key elements of our strategy: maximising our core business; leveraging our capabilities; and growing our portfolio. We remain on track to achieve our vision to become a global leader in upstream oil and gas and deliver superior shareholder returns.

Maximising our core business

We demonstrated strong performance in safety and reliability throughout 1H 2015, making solid progress towards our goal of global top-quartile health and safety performance. We continued our focus on maximising operational effectiveness through continuous improvement by simplifying internal structures, streamlining operating principles and improving efficiencies in our systems and processes.

Despite the low oil price environment, we made significant gains in our productivity program during 1H 2015, targeting $800 million of enduring benefits by 2016. We will continue to challenge cost structures and seek sustainable cost efficiencies in external spend and capital costs.

Leveraging our capabilities

On 30 June 2015, we entered the front-end engineering and design phase for the proposed Browse FLNG Development – a significant step towards developing the world-class Browse resources. The proposed development will combine Woodside's offshore development expertise with Shell's FLNG technology.

We continue to build our capabilities in marketing, trading and shipping. During 1H 2015 we maintained focus on expanding supply diversity in our growing LNG portfolio, delivering LNG cargoes in Egypt and Singapore for the first time. Corpus Christi Liquefaction LLC reached a final investment decision on 13 May 2015, satisfying conditions precedent to the Woodside's 20-year LNG sales and purchase agreement.

Growing our portfolio

Our acquisition of interests in the Australian Wheatstone LNG and Balnaves oil projects added significant near-term and immediate production to our portfolio. The Kitimat LNG project in Canada adds a significant growth option in an emerging LNG province. We continue to evaluate further acquisition opportunities that meet our target investment criteria and provide opportunities to capitalise on the low price environment.

Our exploration strategy continues to transition from growth to execution. We progressed a range of high-impact exploration activities across our portfolio, resulting in the discovery of 18.5 metres of net gas at Pyxis-1 in the Pluto Production Licence area. We will continue to focus on rebalancing and growing the materiality and depth of our portfolio.

PRODUCTION OUTLOOK

There is no change to the 2015 production target of 86 to 94 MMboe, inclusive of Balnaves oil and Canadian pipeline natural gas production[1].

MARKETING

LNG marketing strategy

During 1H 2015, Woodside continued to progress its LNG marketing and trading strategy: transitioning from a point-to-point to a portfolio-based seller and bolstering trading capabilities. We aim to offer customers competitive and flexible supply terms, backed by our substantial existing and potential equity LNG and third party sources.

Among key highlights during 1H 2015 was the Wheatstone LNG and Kitimat LNG transaction completion. This added further high quality long-term LNG sales and purchase agreements to our existing portfolio and access to incremental marketing volumes.

1. *Balnaves oil and Canadian pipeline natural gas production are effective from April 2015.*

Another key milestone was the final investment decision for the Corpus Christi Liquefaction Project, for which we have free on board purchase arrangements for 0.85 mtpa of LNG from 2019 for 20 years.

The North West Shelf Project implemented arrangements to jointly sell uncontracted LNG cargoes to individual NWS Project participants on a transitional basis, whilst formalising agreements to enable separate marketing. North West Shelf Gas will continue to administer long-term contracts that were marketed by the six NWS Project participants.

The NWS Project also successfully completed price reviews with two key customers and will continue to work with other customers to achieve mutually beneficial outcomes.

The North West Shelf Project and Pluto LNG delivered 150 LNG cargoes during 1H 2015.

Woodside's Browse LNG volumes will be marketed on an equity basis from our growing global LNG portfolio. Discussions continue with a range of regional LNG customers regarding potential LNG sales.

We remained active in the short-term market to maximise value, including trading several third-party cargoes. These activities continue to broaden our market base and included delivery of cargoes into Egypt and Singapore during 1H 2015.

GLOBAL LNG MARKETS

In comparison to 2014, short-term LNG prices have softened in response to falling oil prices. The arbitrage opportunity to re-direct significant quantities of Atlantic LNG cargoes to the Far East has been largely eliminated with the drop in Asia LNG spot prices relative to European hub prices. In addition, the LNG trading market has tended to be more volatile, as the industry responds to new supply additions and the emergence of new buyers and import facilities.

Construction and start-up of new receiving terminals continues as an important trend, facilitating access to new markets and buyers and increased spot trade. In 1H 2015 new import terminals began receiving cargoes in Egypt, Jordan and Pakistan.

PEOPLE

Woodside continues to drive its vision of being a global leader in upstream oil and gas through the attraction, development and retention of a diverse and high performing workforce.

In 1H 2015, we delivered against our plan to improve efficiency by reshaping our organisation to enable better communication across the business, greater decision effectiveness and improved agility. We reduced organisational layers and improved the spans of control of our managers.

Plans are in place for an employee survey in 2H 2015 to assess employee engagement and enablement.

Our Leadership and Management Development Framework continues to provide the necessary tools to develop our internal talent and ensure that we can meet our leadership requirements. We progressed our strategy to develop and promote from within and appoint our strongest performers into senior positions.

Women currently represent 29% of our workforce compared to an average of 16% in the Australian resource sector. Representation of women in senior management roles has increased from 12.4% (2014) to 13.6%.

We are committed to increasing entry level opportunities. Our graduate recruitment campaign resulted in the employment of 108 graduates across both technical and non-technical disciplines in the 2016 intake. Women represented 49% of the graduate intake balanced across all disciplines. Appointments also included three Indigenous and 15 international graduates. Through our trainee and apprenticeship programs, 14 trainees were placed in Woodside roles during 1H 2015. We also achieved our Reconciliation Action Plan commitment, offering 10 community scholarships to Indigenous students.

In building our international capabilities and readiness for global growth, we commenced a new short-term international secondment program. The program is primarily focused on developing and applying global industry understanding through exposure to international operations.

HEALTH AND SAFETY

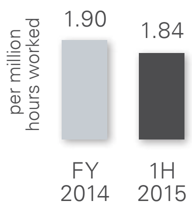
We continue to deliver against our strategic health and safety roadmap, with solid progress towards our goal of global top quartile health and safety performance by 2017.

Maintaining our focus on improving Woodside's health and safety culture, we delivered a program to support our objectives in human factors and excellence in leadership.

In our efforts to improve and better embed process safety at Woodside, we delivered an employee engagement campaign. We continue to focus on mental health awareness and contractor performance.

We completed a program to streamline Woodside's health, safety and environment procedures and guidelines, aligning our business practices with international standards and improving internal efficiencies.

TOTAL RECORDABLE INJURY RATE (TRIR)



▼ 3%

As at 30 June 2015, our TRIR was 1.84 per million hours worked. This is a 3% decrease on the 2014 full-year result of 1.90.

ENVIRONMENT

Woodside was awarded the 2014-2015 Australian Petroleum Production and Exploration Association (APPEA) Environment Excellence Award in May 2015. The award demonstrates our consistent approach to strategic planning, leadership and culture, risk management, science-based decision making and community engagement.

During 1H 2015, we completed a study of the underwater habitat at Ningaloo, Murion Islands and the outer Shark Bay region in Western Australia. The study builds on Woodside's existing knowledge base and was completed in collaboration with the Australian Institute of Marine Science and the Western Australian Department of Parks and Wildlife. The data will support Woodside's preparedness in the unlikely event of a major oil spill.

We remain focused on environmental excellence across our producing assets and visible leadership in environmental management programs and emissions reduction initiatives. As at 30 June 2015, our flared gas intensity was 11.2 t/kt compared to 12.9 t/kt in 1H 2014. We remain committed to minimising flaring rates.

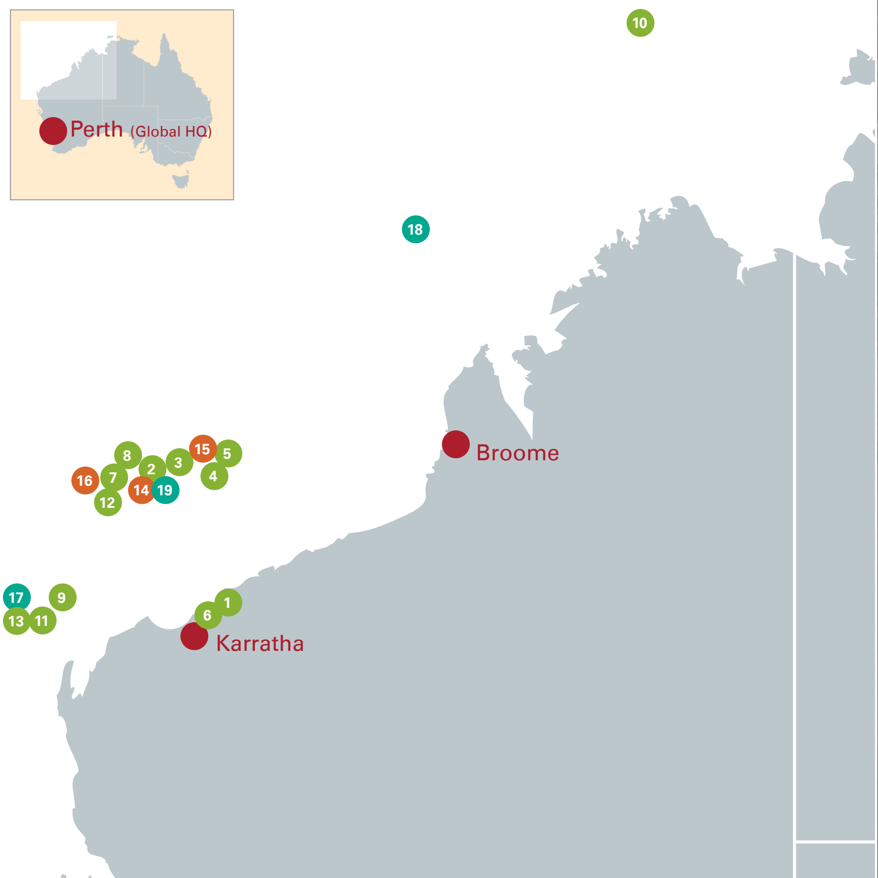
▲ *Woodside received the APPEA Environment Excellence Award.*

REVIEW OF OPERATIONS

OPERATIONS

OUR AUSTRALIAN BUSINESS

	Our producing assets (operated)	Operation
1	Karratha Gas Plant	NWS
2	Goodwyn A platform	NWS
3	North Rankin Complex	NWS
4	Okha FPSO	NWS oil
5	Angel platform	NWS
6	Pluto LNG Plant	Pluto LNG
7	Pluto LNG platform	Pluto LNG
8	Xena	Pluto LNG
9	Ngujima-Yin FPSO	Vincent oil
10	Northern Endeavour FPSO	Laminaria-Corallina oil
11	Nganhurra FPSO	Enfield oil
12	Armada Claire FPSO	Balnaves oil
13	Stybarrow Venture MV16 FPSO[1]	Stybarrow oil
	Our projects	
14	Greater Western Flank Phase 1	NWS
15	Persephone	NWS
16	Wheatstone LNG	Wheatstone/ Julimar-Brunello
	Our developments	
17	Greater Enfield Oil	Enfield
18	Browse FLNG	Browse
19	Greater Western Flank Phase 2	NWS
	Woodside offices and representative offices	



1. *Permanent cessation of production occurred in June 2015.*

▲ *Karratha Gas Plant.*

NORTH WEST SHELF

Woodside 12.5% – 50% (operator)[1]

Woodside continued to strive to maximise the value from the North West Shelf (NWS) assets while operating safely. We remain focused on increasing the value of the NWS Project through our commitment to operational excellence and by seeking opportunities to extend the NWS business.

Maximising value

In 1H 2015, NWS delivered 122 cargoes of LNG on behalf of the NWS Project participants, compared with 121 in 1H 2014. LNG production impacts from an electrical incident at the Karratha Gas Plant in May were partially offset by no planned turnarounds during this period compared to 2014.

Pipeline gas sales of 39,403 TJ (40,195 TJ 1H 2014) were lower due to customer demand. Condensate production of 2.7 MMbbl (3.0 MMbbl 1H 2014) and LPG production of 39,711 t (49,399 t in 1H 2014) decreased due to the impacts of the electrical incident at the Karratha Gas Plant. NWS oil production of 1.3 MMbbl (1.6 MMbbl 1H 2014) decreased due to reduced facility utilisation attributed to cyclone activity.

The Karratha Life Extension program is delivering an integrated suite of refurbishment works at the Karratha Gas Plant to efficiently and cost effectively extend the life of this world-class asset.

Greater Western Flank Phase 1 Project

The A$2.5 billion project will develop the Goodwyn GH and Tidepole fields via a subsea tie-back to the existing Goodwyn A platform. At the end of 1H 2015, the project was 88% complete. The project remains on budget and on schedule for start-up in early 2016.

Persephone Project

The A$1.2 billion project will develop the Persephone field via subsea tie-back to the existing North Rankin Complex. At the end of 1H 2015, the project was 22% complete. Fabrication activities and offshore brownfield work have commenced. The project remains on budget and on schedule for start-up in early 2018.

Exploration

Initial processing from the Fortuna 3D marine seismic survey was finalised and interpretation work is underway to identify potential targets. It is the largest survey of NWS acreage completed to date, covering 4,050 km^2.

Future developments

The Greater Western Flank Phase 2 development is continuing front-end engineering and design (FEED) to enable a final investment decision (FID) in 2H 2015. It will develop gas and condensate from the Keast, Dockrell, Sculptor, Rankin, Lady Nora and Pemberton fields via a subsea tie-back to the existing Goodwyn A platform.

The proposed Cossack North Oil development, a single well tie-back to the existing Okha floating production storage and offloading facility, has commenced FEED to support a planned FID in Q4 2015.

The proposed Lambert Deep development, a one well, subsea tie-back to the existing Angel platform, commenced FEED to support a planned FID in Q1 2016.

Third party gas processing

A non-binding Letter of Intent was signed in December 2014 between the NWS Project and Hess Exploration Australia, which specifies proposed terms to toll resources from Hess' permits in the Carnarvon Basin through the NWS Project's Karratha Gas Plant. Concept definition is progressing on the tie-in consistent with the operational integration FEED agreement executed in Q1 2015.

WE REMAIN FOCUSED ON INCREASING THE VALUE OF THE NWS PROJECT THROUGH OPERATIONAL EXCELLENCE AND MAXIMISING UTILISATION OF EXISTING ASSETS.

1. *Woodside's NWS interests include: NWS LNG Venture 16.67%, Domestic Gas JV 50.00%, Incremental Pipeline Gas JV 16.67%, China LNG JV 12.50%, CWLH (crude oil) 33.33%.*

▲ *Woodside's Pluto Support Centre in Perth provides remote support to Pluto LNG.*

PLUTO LNG

Woodside 90% (operator)

Pluto LNG continues to build Woodside's reputation as a reliable supplier of LNG, delivering 28 cargoes of LNG in 1H 2015.

Pluto LNG successfully completed its first major turnaround in 25 days, 10 days ahead of the original schedule. The turnaround scope involved onshore plant activities to maintain the integrity of plant equipment, as well as minor debottlenecking and offshore work to support the Xena tie-in. Pluto LNG requires turnarounds of this magnitude approximately every three years. Based on the condition of key rotating equipment, we are assessing if the next period can be extended to four years.

Lower production of 1.6 million tonnes of LNG (2.0 million tonnes in 1H 2014) and 1.2 MMbbl of condensate (1.4 MMbbl in 1H 2014) is attributed to a planned maintenance turnaround in Q2 and a precautionary shutdown in Q1 when a third-party semi-submersible drilling rig drifted near Pluto flowlines during a cyclone. LNG sales revenue of $1,058 million was down 9.4% on 1H 2014 ($1,168 million). Condensate revenue of $48 million was also down from $178 million in 1H 2014.

The business continues to support remote operations from the Perth-based Pluto Support Centre, enabling improved processes and efficiencies at the Pluto LNG plant. The operating model provides the opportunity to build capability in this emerging area and further develop processes, practices and technology for the next generation of Woodside LNG facilities.

Xena

The Xena Phase 1 project was completed ahead of schedule and production commenced in June 2015. The Phase 1 project is a one well tie-back to access net reserves (2P) of 197 Bcf dry gas and 2.3 MMbbl of condensate (gross (100%) 219 Bcf dry gas and 2.5 MMbbl of condensate).

AUSTRALIA OIL

The Australia Oil business progressed reliability and productivity improvements to maximise the value of our floating production storage and offloading (FPSO) fleet. We continue to focus on delivering cost savings across our portfolio of oil assets in response to a lower oil price environment.

In 1H 2015, Woodside completed the transaction to acquire a 65% interest in the Balnaves oil project.

The Balnaves oil project FPSO, Armada Claire, has been integrated into Woodside's fleet under a leased operating model following completion of the acquisition in Q2 2015. The FPSO commenced operations in 2014 and Woodside continues to work with the operator to complete commissioning activities.

The Greater Enfield Area Development continued concept definition and is targeting entry into the front-end engineering and design phase in Q3 2015, working towards a final investment decision in 2016. The project is focused on aggregating Laverda and Cimatti hydrocarbon accumulations and making use of existing infrastructure.

Enfield

Woodside 60% (operator)

Production of 0.5 MMbbl (0.6 MMbbl 1H 2014) reflects natural reservoir decline and a planned maintenance turnaround.

Laminaria-Corallina

Woodside 60% – 67% (operator)

Production of 0.4 MMbbl (0.5 MMbbl 1H 2014) reflects natural reservoir decline.

Planning activities have commenced in support of end of field life for the Laminaria-Corallina oil fields. Production is expected to permanently cease in 2H 2016, though exact timing will depend on future oil prices, production performance and ongoing operational expense.

Vincent

Woodside 60% (operator)

Production of 2.4 MMbbl (2.6 MMbbl 1H 2014) reflecting natural reservoir decline was partially offset by Phase IV in-fill well coming online in June 2015.

Balnaves

Woodside 65% (operator)

Production of 0.8 MMbbl (no 1H 2014 comparator as production commenced late in Q3 2014). Woodside oil production was effective from transaction completion in April 2015.

Stybarrow

Woodside 50% (non-operator)

Production of 0.3 MMbbl (0.5 MMbbl 1H 2014) reflects natural reservoir decline and permanent cessation of production in June 2015. The Stybarrow FPSO has operated since 2007 and has maintained high environmental performance and safety standards throughout its operating life.

▼ *Ngujima-Yin FPSO produces from the Vincent oil field.*

REVIEW OF OPERATIONS

DEVELOPMENTS

▲ *The Wheatstone LNG Project is approximately 65% complete. Image courtesy of Chevron Australia.*

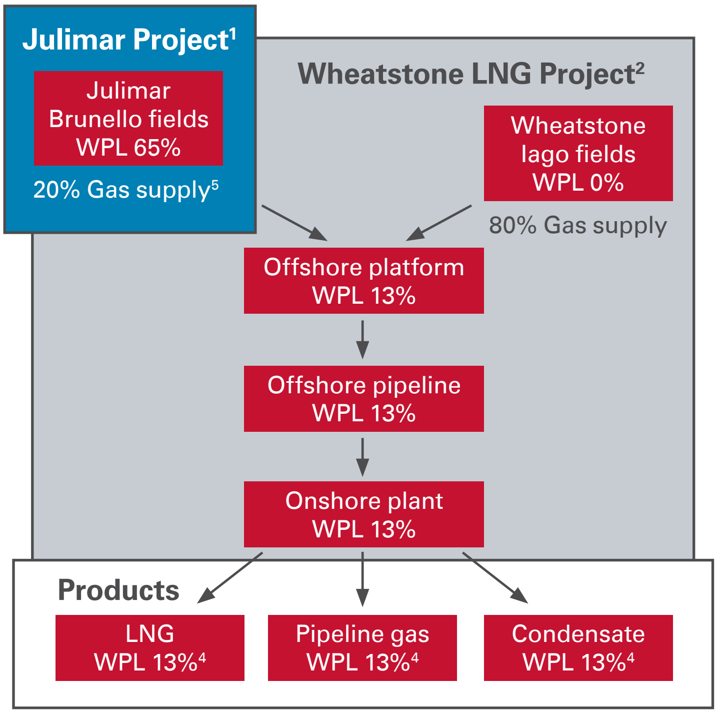
WHEATSTONE LNG

Woodside 13% (non-operator)

In 1H 2015, Woodside completed the transaction to acquire a 13% interest in the Wheatstone LNG Project and a 65% interest in the Julimar Project.

The Wheatstone LNG Project (non-operated) comprises the Wheatstone and Iago fields, an offshore platform, a pipeline to shore and the onshore plant located near Onslow, in Western Australia's Pilbara region. The onshore plant includes a two-train 8.9 mtpa LNG development and a 200 TJ-a-day domestic gas plant. LNG and condensate will be exported and domestic gas will be transported via pipeline to the Dampier Bunbury Natural Gas Pipeline. The Wheatstone LNG Project is approximately 65%[3] complete and is targeting first gas in late 2016[3].

The Julimar Project (Woodside-operated) comprises the Julimar and Brunello fields which will connect to the Wheatstone offshore platform and supply gas to the Wheatstone onshore plant. The Julimar Project remains on target to achieve ready for start-up in 2H 2016.



1. *Operator: Woodside*
2. *Shared facilities, Woodside non-operator*
3. *Source: Chevron as at 31 July 2015*
4. *Depends on supply gas composition*
5. *Woodside's 65% share of the Julimar Project's 20% gas supply equates to 13% of the gas supply to the Wheatstone onshore plant.*

▲ *The Browse Joint Venture reached agreement to enter the FEED phase of the proposed Browse FLNG Development.*

BROWSE FLNG

Woodside 30.6% (operator)[1]

The Brecknock, Calliance and Torosa fields, collectively known as the Browse resources, are estimated to contain net contingent resources (2C) of 4.7 Tcf of dry gas and 138.6 MMbbl of condensate (gross (100%) contingent resources (2C) of 15.4 Tcf of dry gas and 453 MMbbl of condensate).

Woodside, as operator of the proposed Browse FLNG Development, is progressing floating liquefied natural gas (FLNG) in conjunction with a subsea development.

The proposed development would commercialise globally significant resources in the Browse Basin located approximately 425 kilometres offshore north of Broome in Western Australia.

On 30 June 2015, the Browse Joint Venture participants agreed to enter the front-end engineering and design (FEED) phase for the proposed development.

As part of FEED phase entry, Woodside and the joint venture participants entered into a new Joint Operating Agreement that sets out the governance and management arrangements for the assets of the proposed development. This agreement, in conjunction with the equity alignment arrangements establishing a single aligned interest for each of the participants across the combined project, supports the progression of the proposed development to a final investment decision (FID).

Additionally, a technology licence and services agreement has been executed to enable the Browse FLNG Development to utilise Shell's FLNG technology.

The FEED phase involves the activities required to finalise the costs and technical definition for the proposed development to enable a FID. It includes determining a range of details related to the commercialisation, timing and sequencing of FLNG deployment.

Woodside is progressing remaining primary and secondary approvals in readiness for a FID. On 14 August 2015, the Commonwealth granted environmental approval for the proposed Browse FLNG Development. The environmental approval concludes the 20 month environmental impact assessment process, and represents a significant milestone for the development.

Woodside, together with the joint venture participants, has committed to negotiating a Development Agreement with the State of Western Australia that gives effect to the Domestic Gas and Supply Chain Key Principles Agreement announced on 24 June 2015.

Woodside is targeting a FID in 2H 2016.

1. *Subject to approval and registration, Woodside's participating interest in the Browse resources will be 30.6% (net Woodside 2C share of 4.7 trillion cubic feet of dry gas and 138.6 million barrels of condensate).*

▲ *Natural gas for the Kitimat LNG Project will be sourced from British Columbia's Western Canadian Sedimentary Basin. Image courtesy of Chevron Canada.*

KITIMAT LNG

Woodside 50% (non-operator)

In 1H 2015, Woodside completed the transaction to acquire a 50% interest in the Kitimat LNG Project in north-western British Columbia, Canada. On 22 May 2015, Woodside transferred its role as upstream operator to Chevron Canada Ltd.

The proposed development concept includes an onshore LNG plant with initial capacity of up to 10 mtpa, the 480-kilometre Pacific Trail Pipeline and production from 640,000 acres in the Liard and Horn River Basins.

Benefits agreements have been signed with all 16 First Nations, along the right of way of the natural gas pipeline. All major provincial and federal environmental approvals are in place, including approval from the National Energy Board to export 10 mtpa.

The Kitimat Joint Venture undertook drilling of three appraisal wells in the Liard Basin[1], of which two wells had reached target depth in 1H 2015. These two wells will be completed and brought into production in 2H 2015.

Woodside and Chevron are aligned on progressing a final investment decision for the project. The joint venture continues to focus on appraisal of the Liard Basin, generating a cost competitive LNG solution at the Kitimat site and securing sufficient LNG sales commitments. The joint venture is also working with First Nations to ensure appropriate support and with government to establish a competitive and stable fiscal framework.

1. *Post transaction completion on 10 April 2015.*

SUNRISE LNG

Woodside 33.44% (operator)

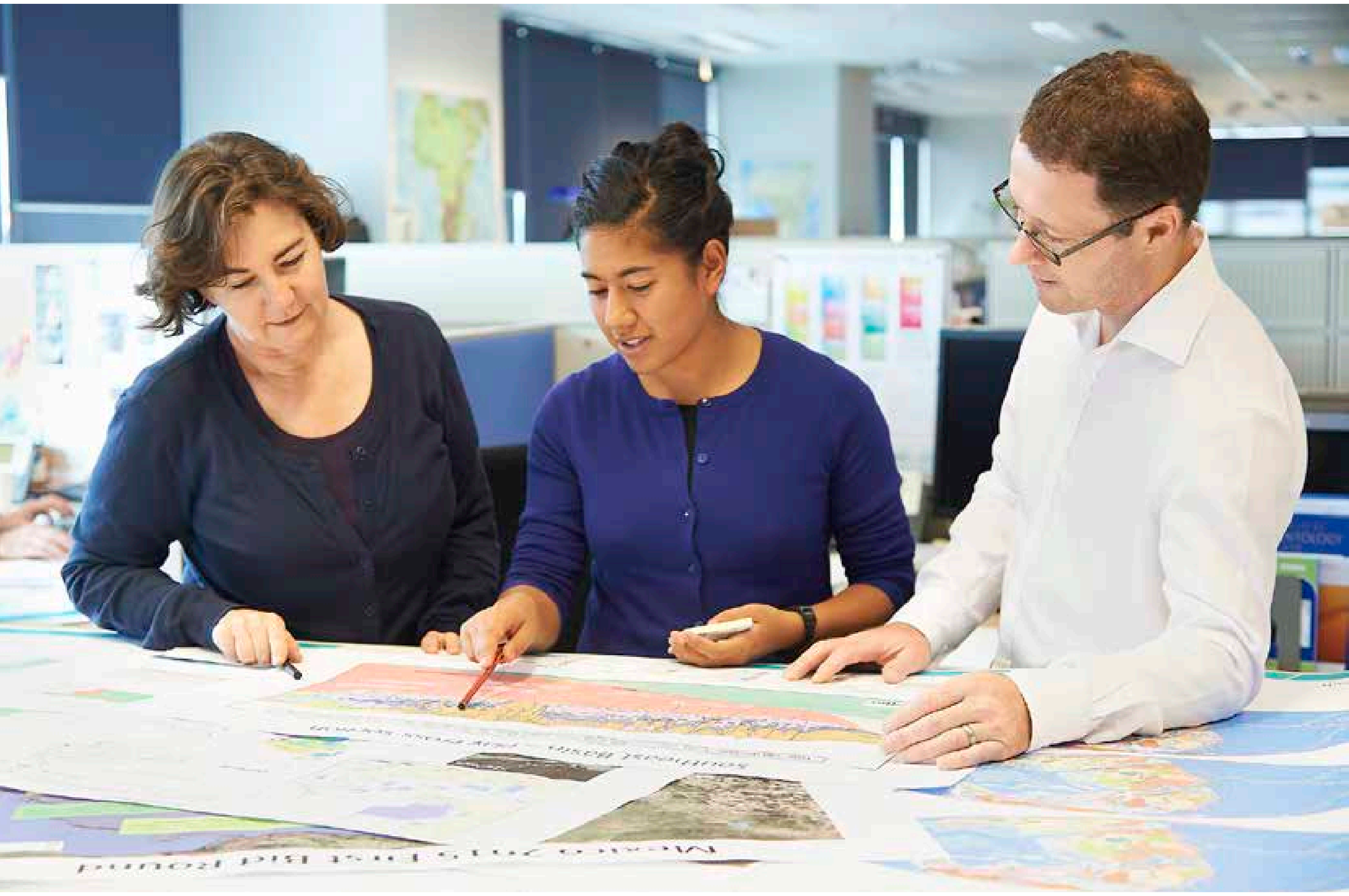
The Sunrise and Troubadour gas and condensate fields are located approximately 450 kilometres north-west of Darwin and 150 kilometres south of Timor-Leste. The fields hold an estimated net contingent resource (2C) of 1.7 Tcf of dry gas and 75.6 MMbbl of condensate (gross (100%) contingent resources (2C) of 5.13 Tcf of dry gas and 225.9 MMbbl of condensate).

During 1H 2015, the Government of Timor-Leste announced it would resume arbitration proceedings against the Australian Government on a dispute relating to the treaty on Certain Maritime Arrangements in the Timor Sea.

Woodside is committed to developing the Greater Sunrise fields and has continued to engage with both governments on the development. It is vital that both governments agree on the legal, regulatory and fiscal regime applicable to the resource to provide certainty for future investments.

REVIEW OF OPERATIONS

GLOBAL EXPLORATION



▲ *Throughout 2015 our exploration strategy continued to transition from growth to execution.*

WE ARE UNDERTAKING A RANGE OF HIGH-IMPACT EXPLORATION ACTIVITIES TO GENERATE FUTURE GROWTH OPPORTUNITIES.

EXPLORATION

Exploration highlights during 1H 2015 included the discovery of 18.5 metres of net gas at Pyxis-1 in the Pluto Production Licence. The gas discovery offers future tie-back potential to existing Pluto LNG infrastructure and increased net contingent resources (2C) by 68 MMboe. Further evaluation work is being undertaken to assess the technical and commercial maturity of the Pyxis-1 gas discovery.

With the emphasis in our exploration strategy transitioning from growth to execution, we undertook a range of high-impact exploration activities across our portfolio.

Subsequent to the end of the half-year, the Cheetah-1 exploration well was spudded in the Tilapia Licence, offshore Cameroon.

We undertook new seismic acquisition operations to add to our drill ready inventory, completing two 3D surveys in New Zealand, a 2D seismic survey in Peru and a 2D seismic survey in Tanzania. Subsequent to the end of the half-year we completed a 2D seismic survey in Morocco. Data from the surveys in Peru, New Zealand and Morocco is currently being processed.

Preliminary data volumes have been delivered from the North West Shelf Project's Fortuna 3D marine seismic survey (completed in 2014) and interpretation work is underway.

Throughout 1H 2015, we maintained our disciplined approach to exploration portfolio management and risk mitigation, exiting the Lake Tanganyika Production Sharing Contract (PSC) in Tanzania and making equity adjustments in our permits.

2015/2016 drilling and seismic activities		**2015**		**2016**				**Size**
Drilling[1]		Q3	Q4	Q1	Q2	Q3	Q4	Volume[2]
Exmouth sub-basin	Malaguti	○						Dry hole
	Swell				○			Large
Beagle Basin	Skippy Rocks			○				Medium
	TBA			○				Medium
Cameroon	Cheetah	○						Large
Myanmar	Shwe Yee Htun		○					Large
	Tha Lim			○				Large
Korea	Hongge		○					Large
Peru	TBA						○	Large
Seismic		Q3	Q4	Q1	Q2	Q3	Q4	Km /Sq Km[3]
Gabon	3D			●				2,500
Myanmar	2D			●				1,230
Myanmar	3D		●					28,320
Morocco	2D	●						1,074
Ireland	3D				●			2,200

○ Drilling ● Seismic

Note: This is a forecast activity plan subject to change due to rig availability, weather conditions and other external circumstances.

1. *The drilling program remains subject to final approvals.*
2. *Target size: Gross Mean Success Volume 100%, un-risked. Small<20MMboe, Medium>20MMboe and <100MMboe and Large>100MMboe.*
3. *Km applies to 2D seismic; Sq Km applies to 3D seismic.*

NOTES ON PETROLEUM RESOURCE ESTIMATES (PYXIS GAS)

1. Reported as at the date of this release, the Pyxis field net contingent resource estimate (2C) is 366 Bcf Dry gas and 3.5 MMbbl of condensate (gross (100%) 407 Bcf Dry gas and 3.9 MMbbl of condensate), estimated using probabilistic methods. The contingent resource volume is reported at the 'Best Estimate' (P50) confidence level.
2. The contingent resource estimate is based on technical evaluation of subsurface data and wireline logging results from the Pyxis-1 exploration well.
3. The proposed development concept is a subsea tie-back to existing Pluto-Xena infrastructure.
4. The key contingencies that prevent the resource from being booked as reserves is the requirement for further evaluation work to be undertaken to assess the technical and commercial maturity.
5. The reported contingent resource estimates are based on the use of already developed technology.
6. Woodside is 90% equity owner of production licence WA-34-L.

Australia

During 1H 2015, Woodside completed exploration drilling of two wells:

- Anhalt-1 well in the Outer Canning Basin permit WA-462-P resulted in a dry hole; and
- Pyxis-1 in the Pluto Production Licence WA-34-L resulted in a new gas discovery (approximately 18.5 metres of net gas encountered in the Jurassic target).

Subsequent to the end of the half-year, the Malaguti-1 exploration well in permit WA-271-P completed drilling and resulted in a dry hole.

The North West Shelf Fortuna 3D marine seismic survey pre-stack time migrated seismic data processing was completed. The data is being used for prospect and lead maturation with the aim of delivering future drill ready prospects.

Among key portfolio management initiatives, Woodside farmed out 40% of its 100% equity interest in WA-483-P in the Northern Carnarvon Basin and acquired a 75% interest in WA-358-P in the Carnarvon Basin. We had a modest equity increase in WA-462-P and WA-466-P in the Outer Canning Basin, after BP elected to withdraw from the acreage.

Planning is underway for the drilling of exploration wells in the Beagle Basin in Q1 2016. These wells will test new play concepts with an oil focus.

Cameroon

Woodside 30% (non-operator)

In February 2015, the Government of Cameroon approved Woodside's farm-in to the Tilapia PSC.

The joint venture spudded the Cheetah-1 exploration well on 3 July 2015 and operations are currently ongoing.

Canada

Woodside 20% (non-operator)

In February 2015, the Nova Scotian Government approved Woodside's farm-in to blocks 2431, 2432, 2433 and 2434 in the Scotian Basin.

Pre-stack depth migration processing of the Tangier Wide-Azimuth 3D seismic survey is underway and will continue through to the end of 2015.

Drilling is anticipated to commence in 2017.

Gabon

Woodside 40% (non-operator)

Preparation activities continued for acquisition of a 3D seismic survey in 2016.

Ireland

FEL 5/13 Woodside 90% (operator)

FEL 3/14 Woodside 85% (operator)

FEL 4/14 Woodside 85% (operator)

FEL 5/14 Woodside 60% (operator)

A major 3D seismic reprocessing project covering 2,500 km^2 of legacy data across Frontier Exploration Licences FEL 5/13, FEL 3/14, FEL 4/14 and FEL 5/14 was completed. This has resulted in a significant uplift in data quality. New 3D seismic data acquisition is targeted for end of Q2 2016.

New Zealand

Woodside 70% (operator)

The 1,086 km^2 Vulcan 3D seismic survey in the Taranaki Basin and the 1,170 km^2 Toroa 3D seismic survey in the Great South Basin were completed. Data from these surveys will be processed, analysed and interpreted over the coming months.

Morocco

Rabat Ultra Deep Offshore Reconnaissance Licence
Woodside 75% (operator)

Rabat Deep Offshore permits I-VI
Woodside 25% (non-operator)

The operator successfully completed a multi-beam sonar and geochemical-coring program in the Rabat Deep Offshore permit area on 17 July 2015.

Woodside completed acquisition of 1,074 km of 2D seismic data in the Rabat Ultra Deep Offshore area on 24 July 2015. Data from this survey will be processed during 2H 2015.

Myanmar

A-6 Woodside 40% (joint operator)

AD-7 Woodside 40% (operator for drilling)

A-7 Woodside 45% (operator)

AD-5 Woodside 55% (operator)

A-4 Woodside 45% (non-operator)

AD-2 Woodside 45% (non-operator)

In March 2015, Woodside and its joint venture participants signed PSCs for offshore blocks AD-2, AD-5, A-4 and A-7, awarded in the 2013 Myanmar Offshore Bid Round. Planning is underway for acquiring extensive 2D and 3D seismic over all four blocks in late 2015 and early 2016.

Planning continues for the drilling of the Shwe Yee Htun well in A-6 in Q4 2015 and the Tha Lim-1 well in AD-7 in Q1 2016.

Peru

Woodside 35% (non-operator)

The operator completed a 2D seismic survey over Block 108, acquiring 490 line km of data. The data continues to be processed and interpreted.

Republic of Korea

Woodside 50% (operator exploration)

Preparations are continuing for the Hongge-1 well, with drilling planned to commence in late Q3 2015. Government approval was granted for entry to the extension period of the third exploration phase.

Spain (Canary Islands)

Woodside 30% (non-operator)

Woodside continues to work with the joint venture on the future work exploration program.

Tanzania

Following seismic acquisition completed in early 2015, Woodside elected not to enter the First Extension Period for the Lake Tanganyika South PSC, meaning this opportunity will not be pursued by Woodside.

AREAS OF ACTIVITY – GLOBAL EXPLORATION

DIRECTORS' REPORT

BUSINESS MANAGEMENT

Capital expenditure

Woodside's capital expenditure in 1H 2015 was $4,367 million, up from 1H 2014 expenditure of $210 million. The increase was largely driven by the acquisition of interests in Wheatstone LNG, Balnaves oil and Kitimat LNG. The aggregate purchase price was $2,750 million plus a closing adjustment payment of $921 million reflecting working capital and net cash flows from the effective date of 1 July 2014 to closing. In addition a further $346 million of capital expenditure was incurred on the acquired assets, predominantly the Wheatstone LNG project.

Capital management

As at 30 June, our net debt was $3.8 billion. Our pre-tax portfolio cost of debt reduced to 2.6% from 3.4% in 1H 2014 and our gearing of 19.9% is within the target range of 10-30%.

Our focus on minimising cost of debt, maintaining sufficient liquidity and extending term to maturity is well supported by international debt capital markets.

We have raised $3,750 million in debt at competitive rates. During the period, we issued $1,000 million of ten year bonds at a coupon rate of 3.65% and executed $1,750 million in refinanced and new bilateral facility agreements. In July, we refinanced our Asian syndicated facility for $1,000 million.

During the period, our net cash from operating activities was $1,083 million. Our free cash flow was negative $3,224 million, reflecting the acquisition of Wheatstone, Balnaves and Kitimat and lower revenues for the period.

Our strong balance sheet, combined with our liquidity position of $0.2 billion in cash and $3.0 billion in available undrawn debt facilities and positive operating cashflows, ensures we are well placed to fund our committed expenditure through the current low oil price environment.

Our credit ratings for Standard & Poor's and Moody's Investor Services remained unchanged during the period at BBB+ (stable) and Baa1 (stable) respectively.

A fully-franked interim dividend of US 66 cps has been declared, a decrease of 40.5% on 1H 2014 (US 111 cps). The decrease reflects the change in commodity prices and the resulting decrease in operating cash flow. The dividend will be paid on 23 September 2015 to all shareholders registered on the record date of 28 August 2015. The ex-dividend date for dividend entitlement will be 26 August 2015. The dividend will be fully franked for Australian taxation purposes.

Productivity program

Productivity program initiatives are targeting $800 million of enduring benefits by the end of 2016.

Wheatstone, Balnaves and Kitimat

In December 2014, Woodside entered into a binding transaction with Apache Corporation to acquire interests in the Australian Wheatstone LNG and Balnaves oil projects and the Kitimat LNG project in Canada.

In April 2015, the transaction successfully completed. Under the terms of the Sale and Purchase Agreements, Woodside acquired:

- A 13% interest in the Wheatstone LNG project and a 65% interest in the Julimar-Brunello upstream gas development, with near-term production.
- A 65% interest in the Balnaves oil project, with immediate production.
- A 50% interest in the Kitimat LNG project, including approximately 320,000 net acres in the Liard and Horn River Basins, adding a growth option in an emerging LNG province to Woodside's development portfolio.

Completion of the transaction increases Proved Developed and Undeveloped reserves by 191.8 MMboe (18.3%), Proved plus Probable Developed and Undeveloped reserves by 260.9 MMboe (19.5%) and Best Estimate contingent resources by 2,632.0 MMboe (151%).

PROVED PLUS PROBABLE (2P) DEVELOPED AND UNDEVELOPED RESERVES

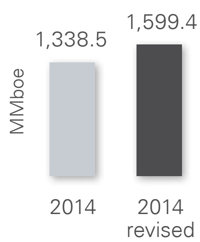
▲ 19.5%

Following the successful purchase of interests in Wheatstone LNG, Balnaves oil and Kitimat LNG, the Woodside reserves and resources stated in the 2014 Annual Report increased as follows:

- 2P reserves increased by 260.9 MMboe (19.5%).
- 2C contingent resources increased by 2,632 MMboe (151%).

Following the Pyxis discovery 2C contingent resources increased by 68 MMboe (3.9%).

2P reserves



Corpus Christi

During 1H 2015, conditions precedent to Woodside's LNG sales and purchase agreement with Corpus Christi Liquefaction LLC were satisfied.

Corpus Christi Liquefaction LLC, a subsidiary of Cheniere Energy Inc., made a final investment decision on the construction of Trains 1 and 2 of the Corpus Christi Liquefaction Project on 13 May 2015.

There were no changes to the other Key Terms as announced on 1 July 2014.

Under the agreement Woodside will purchase approximately 0.85 million tonnes of LNG per annum from the Corpus Christi Liquefaction Project on start-up of Train 2 at the LNG export facility being developed near Corpus Christi, Texas. The project is planned to include up to three LNG trains with a combined production capacity of 13.5 mtpa. LNG will be purchased on a free on board basis.

Cargoes to Woodside from Train 2 are expected to start in 2019.

BUSINESS OPPORTUNITIES

Sempra LNG

During 1H 2015 Woodside entered into a non-binding Memorandum of Understanding with Sempra LNG to commence preliminary discussions and assessments for the potential development of a natural gas liquefaction facility in Texas.

Grassy Point LNG

Woodside continues to assess Grassy Point in British Columbia, Canada as a potential location for LNG facilities. This includes completing activities required to meet obligations under the Sole Proponent Agreement, including progressing environmental approvals and developing relationships with First Nations. Work continues on concept definition, understanding the upstream gas supply and confirming potential pipeline route options.

Any decision to proceed with a potential LNG development at Grassy Point remains subject to a variety of internal and external approvals.

▲ *Woodside has entered into a non-binding agreement with Sempra LNG.*

NOTES ON PETROLEUM RESOURCE ESTIMATES

1. Unless otherwise stated, all petroleum resource estimates in this presentation are quoted as at the balance date (i.e. 31 December) of Woodside's most recent Annual Report released to ASX and available at *www.woodside.com.au/Investors-Media/Annual-Reports*, net Woodside share at standard oilfield conditions of 14.696 psi (101.325 kPa) and 60 degrees Fahrenheit (15.56 deg Celsius).
2. Woodside reports reserves net of the fuel and flare required for production, processing and transportation up to a reference point. For offshore oil projects, the reference point is defined as the outlet of the floating production storage and offloading (FPSO) vessel, while for the onshore gas projects the reference point is defined as the inlet to the downstream (onshore) processing facility.
3. Woodside uses both deterministic and probabilistic methods for estimation of petroleum resources at the field and project levels. Unless otherwise stated, all petroleum estimates reported at the company or region level are aggregated by arithmetic summation by category. Note that the aggregated Proved level may be a very conservative estimate due to the portfolio effects of arithmetic summation.
4. 'MMboe' means millions (10^6) of barrels of oil equivalent. Dry gas volumes, defined as 'C4 minus' hydrocarbon components and non-hydrocarbon volumes that are present in sales product, are converted to oil equivalent volumes via a constant conversion factor, which for Woodside is 5.7 Bcf of dry gas per 1 MMboe. Volumes of oil and condensate, defined as 'C5 plus' petroleum components, are converted from MMbbl to MMboe on a 1:1 ratio.
5. Unless otherwise stated all petroleum resource estimates refer to those estimates set out in the Reserves Statement in Woodside's most recent Annual Report released to ASX and available at *www.woodside.com.au/Investors-Media/Annual-Reports*. All the material assumptions and technical parameters underpinning the estimates in the Annual Report continue to apply and have not materially changed. All petroleum resource estimates related to the Pyxis-1 discovery are disclosed in this release and those related to acquisition are referred to in the 10 April 2015 ASX announcement.
6. The estimates of petroleum resources are based on and fairly represent information and supporting documentation prepared by qualified petroleum reserves and resources evaluators. The estimates have been approved by Mr Ian F. Sylvester, Woodside's Vice President Reservoir Management, who is a full-time employee of the company and a member of the Society of Petroleum Engineers. Mr Sylvester's qualifications include a Master of Engineering (Petroleum Engineering) from Imperial College, University of London, England, and more than 20 years of relevant experience.

DIRECTORS' REPORT

GOVERNANCE

Board of directors

The names of the directors in office during the period and until the date of this report are as follows:

Mr M A Chaney, AO (Chairman)

Mr P J Coleman (CEO and Managing Director)

Ms M A Cilento

Mr F C Cooper, AO

Dr C M Haynes, OBE

Dr A Jamieson, OBE

Mr D I McEvoy

Dr S E Ryan

Mr G T Tilbrook

Rounding of amounts

The amounts contained in this report have been rounded to the nearest million dollars under the option available to the Group under Australian Securities and Investments Commission Class Order 98/0100.

Management assurance

Consistent with recommendation 4.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd edition), before the adoption by the Board of the 2015 half-year financial statements, the Board received written declarations from the CEO and the CFO that the financial records of the company have been properly maintained in accordance with section 286 of the Corporations Act, and the company's financial statements and notes comply with accounting standards and give a true and fair view of the consolidated entity's financial position and performance for the financial period. The CEO and the CFO have also stated in writing to the Board that the statement relating to the integrity of Woodside's financial statements is founded on a sound system of risk management and internal control which is operating effectively.

Auditor's independence declaration

The auditor's independence declaration, as required under section 307C of the *Corporations Act 2001,* is set out on this page and forms part of this report.

Signed in accordance with a resolution of the directors.

M A Chaney, AO
Chairman
Perth, Western Australia
19 August 2015

Auditor's independence declaration to the directors of Woodside Petroleum Ltd

In relation to our review of the financial report of Woodside Petroleum Ltd for the half-year ended 30 June 2015, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

R J Curtin
Partner
Perth, Western Australia
19 August 2015

A member firm of Ernst & Young Global Limited
Liability limited by a scheme approved under
Professional Standards Legislation

FINANCIAL REPORT

CONSOLIDATED INCOME STATEMENT

FOR THE HALF-YEAR ENDED 30 JUNE 2015

	Notes	2015 US$m	2014 US$m
Operating revenue	4(a)	2,556	3,551
Cost of sales	4(b)	(1,397)	(1,441)
Gross profit		1,159	2,110
Other income	4(c)	40	(3)
Other expenses	4(d)	(252)	(220)
Profit before tax and net finance costs		947	1,887
Finance income	4(e)	3	6
Finance costs	4(f)	(56)	(95)
Profit before tax		894	1,798
Petroleum resource rent tax benefit/(expense)		93	(89)
Income tax expense		(273)	(560)
Profit after tax		714	1,149
Profit attributable to			
Equity holders of the parent		679	1,105
Non-controlling interest		35	44
Profit for the period		714	1,149
Basic and diluted earnings per share attributable to equity holders of the parent (US cents)		83	134

The accompanying notes form part of the half-year financial report.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE HALF-YEAR ENDED 30 JUNE 2015

	2015 US$m	2014 US$m
Profit for the period	714	1,149
Other comprehensive income		
Items that may be reclassified to profit or loss in subsequent periods:		
Net change in fair value of available-for-sale financial assets	14	(2)
Items that will not be reclassified to profit or loss in subsequent periods:		
Remeasurement gains/(losses) on defined benefit plan	7	(6)
Other comprehensive income/(loss) for the period, net of tax	21	(8)
Total comprehensive income for the period	735	1,141
Total comprehensive income attributable to		
Equity holders of the parent	700	1,097
Non-controlling interest	35	44
Total comprehensive income for the period	735	1,141

The accompanying notes form part of the half-year financial report.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2015

	Notes	30 June 2015 US$m	31 December 2014 US$m
Current assets			
Cash and cash equivalents		155	3,268
Receivables		440	478
Inventories		197	247
Other assets		46	49
Total current assets		838	4,042
Non-current assets			
Receivables		106	63
Inventories		16	12
Other financial assets		30	30
Other assets		8	2
Exploration and evaluation assets		2,463	1,268
Oil and gas properties		20,431	17,534
Other plant and equipment		78	79
Deferred tax assets		1,113	1,052
Total non-current assets		24,245	20,040
Total assets		25,083	24,082
Current liabilities			
Payables		765	605
Interest-bearing liabilities		1,065	629
Tax payable		16	440
Other financial liabilities		1	2
Other liabilities		65	76
Provisions		212	189
Total current liabilities		2,124	1,941
Non-current liabilities			
Interest-bearing liabilities		2,906	1,957
Deferred tax liabilities		1,773	1,637
Other financial liabilities		9	10
Other liabilities		103	123
Provisions		1,932	1,755
Total non-current liabilities		6,723	5,482
Total liabilities		8,847	7,423
Net assets		16,236	16,659
Equity			
Issued and fully paid shares	5(a)	6,547	6,547
Shares reserved for employee share plans	5(b)	(31)	(38)
Other reserves		962	920
Retained earnings		7,888	8,395
Equity attributable to equity holders of the parent		15,366	15,824
Non-controlling interest		870	835
Total equity		16,236	16,659

The accompanying notes form part of the half-year financial report.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 30 JUNE 2015

	2015 US$m	2014 US$m
Cash flows from/(used in) operating activities		
Profit after tax for the period	714	1,149
Adjustments for:		
Non-cash items		
Depreciation and amortisation	662	720
Loss on disposal of exploration and evaluation assets	-	13
(Gain)/loss on disposal of oil and gas properties	(3)	14
Loss on disposal of investment	14	-
Change in fair value of derivative financial instruments	-	2
Net finance costs	53	89
Tax expense	180	649
Exploration and evaluation written off	39	1
Other	10	42
Changes in assets and liabilities		
Decrease in trade and other receivables	58	57
Decrease/(increase) in inventories	49	(116)
Decrease in provisions	(28)	(10)
Increase in other assets and liabilities	21	16
Decrease in trade and other payables	(92)	(39)
Cash generated from operations	1,677	2,587
Purchases of shares and payments relating to employee share plans	(14)	(4)
Interest received	4	6
Dividends received	2	2
Interest paid	(49)	(90)
Income tax paid	(512)	(373)
Petroleum resource rent tax paid	(20)	(23)
Payments for restoration	(3)	(25)
Payments for carbon tax	(2)	(52)
Net cash from operating activities	1,083	2,028
Cash flows from/(used in) investing activities		
Payments for capital and exploration expenditure	(670)	(280)
Proceeds from disposal of exploration and evaluation assets	-	35
Proceeds from disposal of oil and gas properties	-	42
Payments for acquisition of joint arrangements net of cash acquired	(3,637)	-
Net cash used in investing activities	(4,307)	(203)
Cash flows from/(used in) financing activities		
Proceeds from/(repayments of) borrowings	1,374	(442)
Contributions to non-controlling interests	(74)	(58)
Dividends paid	(1,185)	(846)
Net cash from/(used in) financing activities	115	(1,346)
Net (decrease)/increase in cash held	(3,109)	479
Cash and cash equivalents at the beginning of the period	3,268	2,223
Effects of exchange rate changes	(4)	1
Cash and cash equivalents at the end of the period	155	2,703

The accompanying notes form part of the half-year financial report.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF-YEAR ENDED 30 JUNE 2015

	Issued and fully paid shares	Shares reserved for employee share plans	Employee benefits reserve	Foreign currency translation reserve	Hedge of net investment reserve	Investment fair value reserve	Retained earnings	Equity holders of the parent	Non-controlling interest	Total equity
	US$m	US$m	US$m	US$m	US$m	US$m	US$m	US$m	US$m	US$m
At 1 January 2015	6,547	(38)	161	663	110	(14)	8,395	15,824	835	16,659
Profit for the period	-	-	-	-	-	-	679	679	35	714
Other comprehensive income	-	-	7	-	-	14	-	21	-	21
Total comprehensive income for the period	-	-	7	-	-	14	679	700	35	735
Employee share plan purchases	-	(14)	-	-	-	-	-	(14)	-	(14)
Employee share plan redemptions	-	21	(21)	-	-	-	-	-	-	-
Share-based payments	-	-	42	-	-	-	-	42	-	42
Dividends paid	-	-	-	-	-	-	(1,186)	(1,186)	-	(1,186)
At 30 June 2015	6,547	(31)	189	663	110	-	7,888	15,366	870	16,236
At 1 January 2014	6,547	(42)	164	663	110	(14)	7,797	15,225	733	15,958
Profit for the period	-	-	-	-	-	-	1,105	1,105	44	1,149
Other comprehensive income	-	-	(6)	-	-	(2)	-	(8)	-	(8)
Total comprehensive income for the period	-	-	(6)	-	-	(2)	1,105	1,097	44	1,141
Employee share plan purchases	-	(4)	-	-	-	-	-	(4)	-	(4)
Employee share plan redemptions	-	4	(4)	-	-	-	-	-	-	-
Share-based payments	-	-	30	-	-	-	-	30	-	30
Dividends paid	-	-	-	-	-	-	(849)	(849)	-	(849)
At 30 June 2014	6,547	(42)	184	663	110	(16)	8,053	15,499	777	16,276

The accompanying notes form part of the half-year financial report.

1. General information

This general purpose condensed financial report for the half-year ended 30 June 2015 was authorised for issue in accordance with a resolution of the directors on 19 August 2015.

Woodside Petroleum Ltd is a company limited by shares, domiciled and incorporated in Australia. Its shares are publicly traded on the ASX.

The Group is a for-profit entity and is primarily involved in hydrocarbon exploration, evaluation, development, production and marketing.

2. Summary of significant accounting policies

Basis of preparation

The general purpose condensed financial report for the half-year ended 30 June 2015 has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The financial report is presented in US dollars. The amounts contained in this report have been rounded to the nearest million dollars under the option available to the Group under Australian Securities and Investments Commission Class Order 98/0100 dated 10 July 1998, unless otherwise stated.

The financial report does not include all notes of the type normally included in an Annual Financial Report. Accordingly, this financial report is to be read in conjunction with the Annual Financial Report for the year ended 31 December 2014 and any public announcements made by Woodside Petroleum Ltd during the period ended 30 June 2015 in accordance with the continuous disclosure requirements of the *Corporations Act 2001* and the *ASX Listing Rules*.

Changes in accounting policy

The Group has adopted all new and amended Australian Accounting Standards and Interpretations effective from 1 January 2015 including:

- AASB 2014-1 *Part A - Annual Improvements 2010–2012 Cycle. Amendments to Share Based Payment AASB 2, Business Combinations AASB 3, Operating Segments AASB 8, Property, Plant & Equipment AASB 116, Intangible Assets AASB 138 & Related Party Disclosures AASB 124;*
- AASB 2014-1 *Part A - Annual Improvements 2011–2013 Cycle. Amendments to Fair Value Measurement AASB 13;* and
- AASB 2014-1 *Part B - Amendments to Employee Benefits AASB 119.*

New and amended Standards and Interpretations did not result in any significant changes to the Group's accounting policies.

The Group has not elected to early adopt any other new or amended Standards or Interpretations that are issued but not yet effective.

3. Operating segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the executive management team (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

(a) Revenue and profit after tax for the period ended 30 June 2015

	North West Shelf Business Unit		Pluto Business Unit		Australia Oil Business Unit[2]		Browse Business Unit		Wheatstone Business Unit[2]		Other[2,3]		Unallocated Items		Consolidated	
	30 June 2015 US$m	30 June 2014 US$m	**30 June 2015 US$m**	30 June 2014 US$m	**30 June 2015 US$m**	30 June 2014 US$m	**30 June 2015 US$m**	30 June 2014 US$m	**30 June 2015 US$m**	30 June 2014 US$m	**30 June 2015 US$m**	30 June 2014 US$m	**30 June 2015 US$m**	30 June 2014 US$m	**30 June 2015 US$m**	30 June 2014 US$m
Revenue																
Operating revenue	935	1,512	1,185	1,436	264	473	-	-	-	-	172	130	-	-	2,556	3,551
Cost of sales																
Cost of production	(212)	(343)	(162)	(96)	(135)	(121)	-	-	-	-	(1)	(5)	(6)	2	(516)	(563)
Shipping and direct sales costs	(22)	(20)	(46)	(51)	-	(1)	-	-	-	-	-	(1)	(6)	(5)	(74)	(78)
Trading costs	-	-	-	-	-	-	-	-	-	-	(166)	(103)	-	-	(166)	(103)
Oil and gas properties depreciation and amortisation	(163)	(145)	(391)	(403)	(87)	(132)	-	-	-	-	-	(17)	-	-	(641)	(697)
Total cost of sales	(397)	(508)	(599)	(550)	(222)	(254)	-	-	-	-	(167)	(126)	(12)	(3)	(1,397)	(1,441)
Gross profit	538	1,004	586	886	42	219	-	-	-	-	5	4	(12)	(3)	1,159	2,110
Other fees and recoveries	5	8	5	1	11	4	-	-	-	-	-	-	2	9	23	22
Share of associates net profit	2	2	-	-	-	-	-	-	-	-	-	-	-	-	2	2
Other exchange gain/(loss)	(1)	-	(1)	3	-	2	-	-	-	-	-	(1)	14	(17)	12	(13)
Gain/(loss) on disposal of oil and gas properties	(1)	(3)	-	-	-	-	-	-	-	-	4	(11)	-	-	3	(14)
Exploration and evaluation	(1)	(10)	(1)	-	(1)	(26)	-	-	-	-	(181)	(110)	(1)	-	(185)	(146)
Net defined benefit plan expense	-	-	-	-	-	-	-	-	-	-	-	-	(1)	(1)	(1)	(1)
Change in fair value of derivative financial instruments	(1)	(2)	1	-	-	-	-	-	-	-	-	-	-	-	-	(2)
Depreciation of other plant and equipment	-	-	-	-	-	-	-	-	-	-	-	(1)	(10)	(5)	(10)	(6)
General, administrative and other costs	(1)	7	1	2	(4)	(2)	-	-	-	-	(12)	(22)	(26)	(37)	(42)	(52)
Loss on disposal of investments	-	-	-	-	-	-	-	-	-	-	-	-	(14)	-	(14)	-
Loss on disposal of exploration and evaluation assets	-	-	-	-	-	-	-	-	-	-	-	(13)	-	-	-	(13)
Profit before tax and net finance costs[1]	540	1,006	591	892	48	197	-	-	-	-	(184)	(154)	(48)	(54)	947	1,887
Finance income															3	6
Finance costs															(56)	(95)
Profit before tax															894	1,798
Taxes															(180)	(649)
Profit after tax															714	1,149

1. *The performance of operating segments is evaluated based on profit before tax, finance income and finance costs. Financing requirements, finance income, finance costs and taxes are managed on a Group basis.*
2. *During the period, the Group acquired interests in an undivided interest in an arrangement and joint operations from Apache Corporation (Note 9a). For management reporting purposes these interests have been organised into reportable segments, as follows:*
   - *interest in the Wheatstone LNG project and the Julimar-Brunello upstream gas development as the Wheatstone Business Unit;*
   - *interest in the Balnaves oil project has been incorporated into the Australia Oil Business Unit;*
   - *interest in the Kitimat LNG Exploration project has been incorporated into Other.*
3. *Other segment includes Trading & Shipping, Canada, Exploration, International, Sunrise and USA.*

There were no significant inter-segment transactions during the period.

3. Operating segments (continued)

(b) Segment assets at 30 June 2015

	North West Shelf Business Unit		Pluto Business Unit		Australia Oil Business Unit		Browse Business Unit		Wheatstone Business Unit		Other		Unallocated Items[1]		Consolidated	
	30 June 2015 US$m	31 December 2014 US$m	30 June 2015 US$m	31 December 2014 US$m	30 June 2015 US$m	31 December 2014 US$m	30 June 2015 US$m	31 December 2014 US$m	30 June 2015 US$m	31 December 2014 US$m	30 June 2015 US$m	31 December 2014 US$m	30 June 2015 US$m	31 December 2014 US$m	30 June 2015 US$m	31 December 2014 US$m
Segment assets	3,759	4,008	13,732	14,046	1,124	935	315	233	3,266	-	1,528	485	1,359	4,375	25,083	24,082

1. *Unallocated assets include cash, deferred tax and other corporate assets.*

4. Revenue and expenses

	2015 US$m	2014 US$m
(a) Operating revenue		
Revenue from sale of goods		
Liquefied natural gas		
North West Shelf	543	817
Pluto	1,058	1,168
	1,601	1,985
Pipeline natural gas		
North West Shelf	146	201
United States of America	-	1
	146	202
Condensate		
North West Shelf	155	286
Pluto	48	178
	203	464
Oil		
North West Shelf	71	166
Laminaria	32	50
Enfield	34	61
Vincent	139	298
Stybarrow	18	64
Balnaves	41	-
United States of America	-	22
	335	661
Liquefied petroleum gas		
North West Shelf	20	42
Total revenue from sale of goods	2,305	3,354
Other operating revenue		
Processing and services revenue	79	90
Trading revenue	172	107
Total other operating revenue	251	197
Total operating revenue	2,556	3,551

4. Revenue and expenses (continued)

		2015 US$m	2014 US$m
(b)	**Cost of sales**		
	Cost of production		
	Production costs	(351)	(355)
	Royalties and excise	(106)	(208)
	Carbon costs	2	(30)
	Insurance	(14)	(14)
	Inventory movement	(47)	44
		(516)	(563)
	Shipping and trading costs		
	Shipping and direct sales costs	(74)	(78)
	Trading costs	(166)	(103)
		(240)	(181)
	Oil and gas properties depreciation and amortisation		
	Land and buildings	(30)	(30)
	Transferred exploration and evaluation	(17)	(23)
	Plant and equipment	(590)	(641)
	Marine vessels and carriers	(4)	(3)
		(641)	(697)
	Total cost of sales	(1,397)	(1,441)
	Gross profit	1,159	2,110
(c)	**Other income**		
	Other fees and recoveries	23	22
	Share of associates net profit	2	2
	Other exchange gain/(loss)	12	(13)
	Gain/(loss) on disposal of oil and gas properties	3	(14)
	Total other income	40	(3)
(d)	**Other expenses**		
	Exploration and evaluation		
	Exploration expensed in current period	(136)	(119)
	Exploration expensed previously capitalised	(39)	(1)
	Amortisation of licence acquisition costs	(11)	(17)
	Evaluation	1	(9)
	Total exploration and evaluation	(185)	(146)
	Other costs		
	Net defined benefit plan expense	(1)	(1)
	Change in fair value of derivative financial instruments	-	(2)
	Depreciation of other plant and equipment	(10)	(6)
	General, administrative and other costs	(42)	(52)
	Loss on disposal of investments	(14)	-
	Loss on disposal of exploration and evaluation assets	-	(13)
	Total other costs	(67)	(74)
	Total other expenses	(252)	(220)
	Profit before tax and net finance costs	947	1,887

4. Revenue and expenses (continued)

		2015 US$m	2014 US$m
(e)	**Finance income**		
	Interest	3	6
	Total finance income	3	6
(f)	**Finance costs**		
	Unwinding of present value discount (accretion)	(24)	(19)
	Other finance costs	(32)	(76)
	Total finance costs	(56)	(95)
	Profit before tax	894	1,798

5. Contributed equity

		30 June 2015 US$m	31 December 2014 US$m
(a)	**Issued and fully paid shares**		
	823,910,657 (2014: 823,910,657) ordinary shares[1]	6,547	6,547
(b)	**Shares reserved for employee share plans**		
	932,813 (2014: 937,442) ordinary shares	(31)	(38)

1. *All shares are a single class with equal rights to dividends, capital distributions and voting. The company does not have authorised capital nor par value in respect of its issued shares.*

6. Dividends paid and proposed

		2015 US$m	2014 US$m
(a)	**Dividends paid during the financial half-year**		
	Prior year fully franked final dividend US$1.44, paid on 25 March 2015 (2014: US$1.03, paid on 26 March 2014)	1,186	849
		1,186	849
(b)	**Dividend declared (not recorded as liability)**		
	Current year fully franked interim dividend US$0.66 to be paid on 23 September 2015 (2014: US$1.11, paid on 24 September 2014)	544	915

7. Fair value

The carrying amount of financial assets and financial liabilities approximates their fair value, with the exception of the Group's three unsecured bonds which have a carrying amount of US$2,300 million (31 December 2014: US$1,300 million) and a fair value of US$2,440 million (31 December 2014: US$1,500 million).

8. Change in the composition of the Group

Since the last annual reporting date, the Group acquired interests in the following entities:[1]

- Woodside Energy Julimar Pty Ltd – a wholly owned subsidiary incorporated in Australia.
- Woodside Energy (Canada PTP) Limited – a wholly owned subsidiary incorporated in Canada.
- KM LNG Operating Ltd – a wholly owned subsidiary incorporated in Canada.
- KM LNG Operating General Partnership – a wholly owned general partnership incorporated in Canada.
- Pacific Trail Pipelines Management Inc – a 50% interest in the company incorporated in Canada.
- Pacific Trail Pipelines Limited Partnership – a 50% interest in the general partnership incorporated in Canada.

1. *The acquisition of these entities related to the transaction with Apache Corporation, the accounting of which is discussed below.*

9. Significant transactions in the reporting period

(a) Woodside entered into a binding transaction with Apache Corporation to acquire Apache's Wheatstone LNG and Balnaves oil interests in Australia and Kitimat LNG project interests in Canada, for an aggregate purchase price of US$2,750 million plus a closing adjustment of US$921 million.

The Australian Wheatstone LNG and Balnaves oil component of the transaction successfully closed on 2 April 2015 for total cash consideration of US$2,817 million, including a closing adjustment of US$567 million. The closing adjustment represents reimbursement of Apache's share of net expenditures in the Wheatstone LNG project and Julimar-Brunello upstream gas development, changes in working capital and net receipts from the Balnaves oil project between the effective date, 1 July 2014, and closing. In addition to the purchase cash consideration, transaction costs of US$81 million have been capitalised relating to the acquisition.

The component of the transaction relating to the Canadian Kitimat LNG project successfully closed on 10 April 2015 for total cash consideration of US$854 million, including a closing adjustment of US$354 million. The closing adjustment represents reimbursement of Apache's share of net expenditures on the project, changes in working capital and other customary adjustments for the period between the effective date, 1 July 2014, and closing. In addition to the purchase cash consideration, transaction costs of US$12 million have been capitalised relating to the acquisition.

Under the terms of the Sale and Purchase Agreements, Woodside has acquired the following undivided interests in an arrangement and interests in Joint Operations:

- a 13% interest in the Wheatstone LNG project and a 65% interest in the Julimar-Brunello upstream gas development, based in Western Australia, acquired to deliver material near-term production and cash flow;
- a 65% interest in the Balnaves oil project, based in Western Australia, acquired to achieve immediate production; and
- a 50% interest in the Kitimat LNG project, including approximately 320,000 net acres in the Horn River and Liard Basins, Canada, acquired to add a growth option in an emerging LNG province to Woodside's development portfolio.

The acquisition of the interests in the Wheatstone LNG project, Julimar-Brunello upstream gas development, Balnaves oil project and Kitimat LNG project, have been accounted as asset acquisitions. Except for the 13% interest in the Wheatstone LNG project, which represents an undivided interest in the project, the other interests acquired have been classified as Joint Operations.

The interim condensed consolidated financial statements include the results of the Joint Operations for the three-month period from the acquisition dates.

Assets acquired and liabilities assumed

The identifiable assets and liabilities acquired as at the date of the acquisition were:

	Balnaves US$m	Wheatstone US$m	Kitimat US$m
Exploration and evaluation assets	-	-	976
Oil and gas properties	123	2,854	-
Restoration liabilities assumed	(78)	(77)	(116)
Cash acquired	6	48	8
Net other assets and liabilities acquired	9	13	(2)
Total identifiable net assets at acquisition	**60**	**2,838**	**866**

9. Significant transactions in the reporting period (continued)

Analysis of cash flows on acquisition:

	Balnaves US$m	Wheatstone US$m	Kitimat US$m
Purchase cash consideration	60	2,757	854
Transaction costs	-	81	12
Total purchase consideration	**60**	**2,838**	**866**
Accrued estimated transaction costs	-	(65)	-
Net cash acquired	(6)	(48)	(8)
Net cash outflows on acquistion	**54**	**2,725**	**858**

Expenditure commitments:

As a result of the acquisition of the interests in the new Joint Operations, Woodside has certain expenditure commitments as at 30 June 2015.

i. Operating lease commitments

Rentals payable on non-cancellable operating leases, due:

	US$m
within one year	120
after one year but not more than five years	115
later than five years	-
	235

ii. Capital expenditure commitments

The Group has capital expenditure commitments contracted for but not provided for in the financial report of US$1,030 million relating to the acquired Joint Operations.

Transaction audits

In accordance with the general terms and conditions of the Sale and Purchase Agreements, audits of the working capital balances and statement of final adjustments are currently ongoing. The outcomes of these audits are currently unknown but could lead to adjustments required to the assets acquired and liabilities assumed.

(b) On 5 March 2015, Woodside Finance Ltd, a wholly owned subsidiary of Woodside Petroleum Ltd, issued US$1,000 million of ten-year bonds with a coupon rate of 3.65%.

10. Contingent liabilities and contingent assets

		30 June 2015 US$m	31 December 2014 US$m
(a)	**Contingent liabilities at reporting date**		
	Not otherwise provided for in the financial report		
	Contingent liabilities[1]	52	46
	Guarantees[2]	6	8
		58	54
(b)	**Contingent assets at reporting date**		
	Not otherwise accounted for in the financial report		
	Contingent assets relating to certain claims made or pending[3]	-	9

1. *Contingent liabilities relate predominantly to actual or potential litigation of the Group for which amounts are reliably estimated but the liability is not probable and therefore the Group has not provided for such amounts in this financial report. Additionally, there are a number of other claims and possible claims that have arisen in the course of business against entities in the Group, the outcome of which cannot be foreseen at present and for which no amounts have been included in the table above.*
2. *The Group has issued guarantees relating to workers' compensation liabilities.*
3. *Contingent assets relate predominantly to claims receivable by the Group for which amounts are reliably estimated but the receivables are not virtually certain and therefore the Group has not provided for such amounts in this financial report.*

11. Events after the end of the reporting period

Dividends

Since the reporting date, the directors have declared a fully franked interim dividend of US$0.66 (2014: US$1.11), payable on 23 September 2015. The amount of this dividend will be US$544 million (2014: US$915 million). No provision has been made for this dividend in the financial report as the dividend was not declared or determined by the directors on or before the end of the reporting period.

Loan facilities

Subsequent to the end of the reporting period, on 3 July Woodside executed an unsecured US$1,000 million syndicated loan facility with 27 domestic and international banks. The syndicated loan facility comprises two equal tranches with tenors of three and five years at interest rates of USD LIBOR plus 0.9% and USD LIBOR plus 1.15% respectively. Funds from the loan will be used to prepay the drawn component of the US$1,100 million syndicated loan facility executed in December 2010 and for capital expenditure and general corporate purposes. On 15 July, Woodside repaid the drawn component of the US$1,100 million syndicated loan facility.

DIRECTORS' DECLARATION

In accordance with a resolution of directors of Woodside Petroleum Ltd, we state that:

In the opinion of the directors:

(a) the financial statements and notes of the Group are in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Group's financial position as at 30 June 2015 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*; and

(b) there are reasonable grounds to believe that Woodside Petroleum Ltd will be able to pay its debts as and when they become due and payable.

On behalf of the Board

M A Chaney, AO	**P J Coleman**
Chairman	Chief Executive Officer
Perth, Western Australia	Perth, Western Australia
19 August 2015	19 August 2015

INDEPENDENT REVIEW REPORT

To the members of Woodside Petroleum Ltd

Report on the half-year financial report

We have reviewed the accompanying half-year financial report of Woodside Petroleum Ltd, which comprises the consolidated statement of financial position as at 30 June 2015, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, other selected explanatory notes and other explanatory information and the directors' declaration of the consolidated entity, comprising the company and the entities it controlled at 30 June 2015 or from time to time during the half-year.

Directors' responsibility for the half-year financial report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Woodside Petroleum Ltd and the entities it controlled during the half-year, we are required by ASRE 2410 to comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written auditor's independence declaration, a copy of which is included in the directors' report.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Woodside Petroleum Ltd is not in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the half-year ended on that date; and

b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Ernst & Young

R J Curtin

Partner
Perth, Western Australia
19 August 2015

APPENDIX 4D
HALF-YEAR REPORT

For 'Results for Announcement to the Market', refer to the inside cover of this Half-Year Report.

DIVIDENDS

Ex-dividend date	26 August 2015
Record date for the interim dividend	28 August 2015
Date the dividend is payable	23 September 2015

		Current period	Previous corresponding period[1]
Interim dividend – fully franked	US cents per share	66	111

None of these dividends are foreign sourced.

NET TANGIBLE ASSETS

Net tangible assets backing	Current period US$	Previous corresponding period US$[1]
Net tangible assets (US$ per ordinary share)	20.75	18.81

DETAILS OF ASSOCIATES AND JOINT VENTURE ENTITIES

Name of entity	Percentage of ownership interest held at end of period or date of disposal	
	Current period %	Previous corresponding period %[1]
North West Shelf Gas Pty Ltd	16.67%	16.67%
North West Shelf Liaison Company Pty Ltd	16.67%	16.67%
China Administration Company Pty Ltd (formerly North West Shelf Australia LNG Ltd)	16.67%	16.67%
International Gas Transportation Company Limited	16.67%	16.67%
North West Shelf Shipping Service Company Pty Ltd	16.67%	16.67%

1. *Comparisons are to the half-year period ended 30 June 2014.*

SHAREHOLDER INFORMATION

Registered office

Woodside Petroleum Ltd
Woodside Plaza
240 St Georges Terrace
Perth, Western Australia 6000

Shareholder registry: enquiries

Investors seeking information about their shareholdings should contact the company's share registry:

Computershare Investor Services Pty Limited

Level 11, 172 St Georges Terrace
Perth, Western Australia 6000

Postal address:	GPO Box D182 Perth, Western Australia 6840
Telephone:	1300 558 507 (within Australia) (+61) 3 9415 4632 (outside Australia)
Facsimile:	(+61) 3 9473 2500
Email:	web.queries@computershare.com.au
Website:	www.investorcentre.com/wpl

The share registry can assist with queries on share transfers, dividend payments, the Dividend Reinvestment Plan, notification of tax file numbers and changes of name, address or bank details.

Investor Relations: enquiries

Requests for specific information on the company can be directed to Investor Relations at:

Investor Relations

Woodside Petroleum Ltd
Woodside Plaza
240 St Georges Terrace
Perth, Western Australia 6000

Postal address:	GPO Box D188 Perth, Western Australia 6840
Telephone:	(+61) 8 9348 4000
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Event calendar 2015

26 August	Ex-dividend date for interim dividend
28 August	Record date for interim dividend
23 September	Payment date for interim dividend
15 October	Third Quarter 2015 Report
31 December	Woodside financial year end
21 January 2016	Fourth Quarter 2015 Report

Key ASX releases for the first half 2015

January	Woodside Signs MoU with Adani Enterprises Limited
February	Woodside to Issue US$1 billion in Corporate Bonds
	Woodside Achieves 2014 Full-Year Profit of US$2.414 billion
April	Woodside Closes Purchase of Apache Interests in Kitimat Asset
	Woodside Closes Purchase of Apache Interests in Australian Assets
	Gas Discovery at Pyxis-1
May	Woodside Investor Briefing
	Corpus Christi Liquefaction LLC Conditions Satisfied
June	Woodside Offered Browse Retention Lease Renewals
	Woodside to Investigate LNG Development in Texas

GLOSSARY

Term	Definition
$, $m	US dollars unless otherwise stated, millions of dollars
1H, 2H	Halves of the calendar year (i.e. 1H is 1 January to 30 June, 2H is 1 July to 31 December)
2C	Best estimate of contingent resources
2P	Proved plus Probable reserves
ASX	Australian Securities Exchange
Brent	Intercontinental Exchange (ICE) Brent Crude deliverable futures contract (oil price)
Brownfield	An exploration or development project located within an existing province which can share infrastructure and management with an existing operation
Condensate	Hydrocarbons, which are gaseous in a reservoir, but which condense to form liquids as they rise to the surface
cps	Cents per share
Crude oil	Oil that is produced from a reservoir after any associated gas has been removed
CWLH	Cossack Wanaea Lambert Hermes
EPS	Earnings per share
Exploration licence	A licence to explore for oil or gas in a particular area issued to a company by a governing state
Farm-in	Where one company acquires an interest in an exploration permit or production licence by paying some of the past or future costs of another company which is relinquishing its interest
Front-end engineering and design (FEED)	Preliminary design and cost and schedule confirmation before a final investment decision
Flaring	Flaring is the term used to describe the controlled burning of gas found in oil and gas reservoirs
FID	Final investment decision
FLNG	Floating liquefied natural gas
FPSO	Floating production storage and offloading vessel
Gearing	Net debt divided by (net debt + equity)
Greenfield	Development or exploration located outside the area of influence of existing operations/infrastructure
JV	Joint Venture
KGP	Karratha Gas Plant
LNG	Liquefied natural gas
LPG	Liquefied petroleum gas
Net debt	Total debt less cash and cash equivalents
NPAT	Net profit after tax
NRB	North Rankin B platform
NRC	North Rankin Complex
NR2	North Rankin Redevelopment Project
NWS	North West Shelf
PRRT	Petroleum Resources Rent Tax
PSC	Production sharing contract
PSE	Process safety event
Q1, Q2, Q3, Q4	Quarters of the calendar year (i.e. Q1 is 1 January to 31 March, Q2 is 1 April to 30 June, Q3 is 1 July to 30 September, Q4 is 1 October to 31 December)
Shell	Shell Energy Holdings Australia Limited and other affiliates
SPA	Sales and purchase agreement
Tier 1 PSE	A typical Tier 1 PSE is loss of containment of hydrocarbons greater than 500kg (within the first hour of the event)
Tier 2 PSE	A typical Tier 2 PSE is loss of containment of hydrocarbons greater than 50kg but less than 500kg (within the first hour of the event)
TRIR	The number of recordable injuries (fatalities + lost workday cases + restricted workday cases + medical treatment cases) per 1,000,000 hours worked
US	United States
USD	US dollars

Conversion factors[1]		
Australian Pipeline Natural Gas	1 TJ	163.6 boe
Canadian Pipeline Natural Gas	1 TJ	172.0 boe
Liquefied Natural Gas (LNG)	1 tonne	8.9055 boe
Condensate	1 bbl	1.000 boe
Oil	1 bbl	1.000 boe
Liquefied Petroleum Gas (LPG)	1 tonne	8.1876 boe
Gulf of Mexico Pipeline Natural Gas	1 MMBtu	0.1724 boe

1. Minor changes to some conversion factors can occur over time due to gradual changes in the process stream.

Units	
bbl	barrel
Bcf	billion cubic feet
boe	barrel of oil equivalent
kt	kilotonne
MMbbl	million barrels
MMboe	million barrels of oil equivalent
MMBtu	million British thermal units
mtpa	million tonnes per annum
t	tonnes
Tcf	trillion cubic feet
TJ	terajoules

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