

ASX Announcement

24 March 2017

ASX: WPL
OTC: WOPEY

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

NOTICE OF ANNUAL GENERAL MEETING 2017

Woodside's 2017 Annual General Meeting will be held on Friday, 5 May 2017 at the Perth Convention & Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia at 10.00am (AWST).

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

The Annual Report 2016 and 2016 Full-Year Summary have also been mailed today to shareholders who have elected to receive printed copies of these documents. Copies of the documents have previously been lodged with the ASX and are available on Woodside's website at www.woodside.com.au.

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NOTICE OF ANNUAL GENERAL MEETING 2017

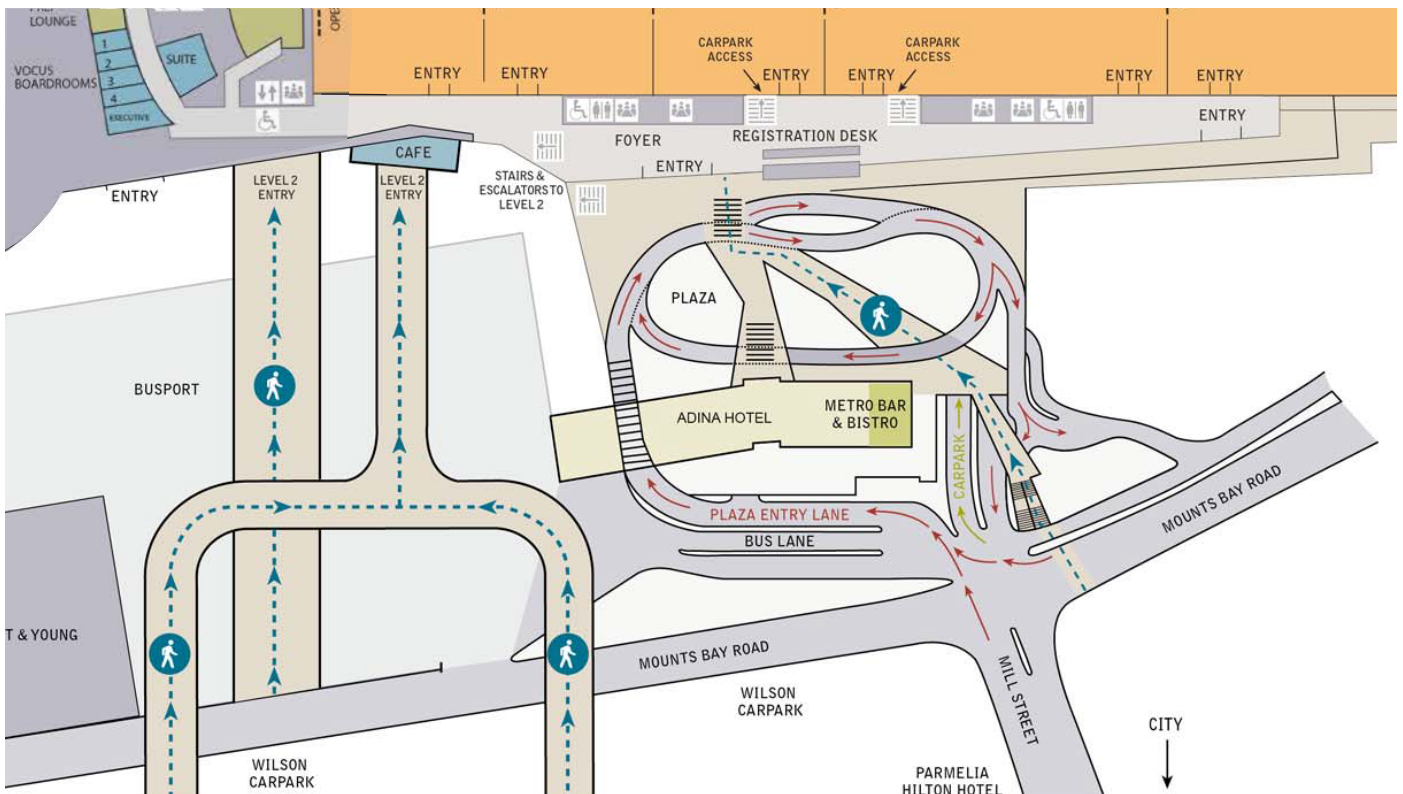
**10.00am (AWST)
Friday, 5 May 2017**

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



Location

Location of the Perth Convention & Exhibition Centre (PCEC)



Transport and Parking Information

Perth CBD Roadworks and Closures

At the date of the Annual General Meeting, Perth CBD may be affected by roadworks and closures. For further information regarding roadworks and closures please call 138 138 or visit www.mainroads.wa.gov.au/usingroads/roadtrafficinformation/roadworks/pages/cbdprojects.aspx.

Parking

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

Wilson Carparking

- + The Quadrant – entry via Mounts Bay Road
 - + Westralia Square – entry via Mounts Bay Road
 - + Central Park Carpark – entry via 152-158 St Georges Terrace
- For more information on Wilson Carparking please call (08) 9415 2800 or visit www.wilsonparking.com.au.

City of Perth Parking

- + His Majesty's Carpark – entry via Murray Street

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

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

Bus and Train

Perth's central busport is located adjacent to the PCEC.

The Esplanade train station is located next to the PCEC.

For bus and train timetables and further information, visit www.transperth.wa.gov.au.

Shareholder Letter and Voting Form



Woodside Petroleum Ltd.
ACN 004 898 962

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240 St Georges Terrace
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GPO Box D188
Perth WA 6840
Australia

T: +61 8 9348 4000

www.woodside.com.au

2017 Annual General Meeting

Dear Shareholder

I am pleased to invite you to the 2017 Annual General Meeting of Woodside Petroleum Ltd to be held on Friday, 5 May 2017 at 10.00am (AWST) at the Perth Convention & Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia.

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

If you are unable to attend the Annual General Meeting but wish to vote on resolutions to be considered at the meeting, you may vote your shares directly or appoint a proxy to act on your behalf. You may register your voting instructions electronically on the website of Woodside's share registry at www.investorvote.com.au. Alternatively you may complete and return the Voting Form enclosed with this letter. To be valid, your Voting Form or electronic voting instructions must be received by 10.00am (AWST) on Wednesday, 3 May 2017.

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

Shareholders who have not elected to receive a printed copy of the Annual Report 2016 may obtain a copy from the Company's website at www.woodside.com.au/Investors-Media. The Sustainable Development Report 2016 is also available from the Company's website.

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

Yours sincerely

WOODSIDE PETROLEUM LTD

A handwritten signature in black ink that reads "Warren Baillie".

Warren Baillie

Company Secretary
24 March 2017

Notice of 2017 Annual General Meeting



Notice is given that the 2017 Annual General Meeting of shareholders of Woodside Petroleum Ltd (**Company**) will be held on Friday, 5 May 2017 at 10.00am (AWST) at the Perth Convention & Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia.

1. Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the directors and auditor for the year ended 31 December 2016.

2. Election of Directors

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

- (a) Mr Michael Chaney is re-elected as a director.
- (b) Mr Lawrence Archibald is elected as a director.
- (c) Mr Ian Macfarlane is elected as a director.

3. Remuneration Report

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

The Remuneration Report for the year ended 31 December 2016 is adopted.

Note: The vote on this resolution is advisory only and does not bind the directors or the Company. However, if 25% or more of the votes cast on this resolution are against the resolution, the conditional spill resolution below will be put to shareholders for their consideration and vote.

Contingent Business

4. Conditional Spill Resolution

If required, to consider and if thought fit to pass as an ordinary resolution:

That, subject to and conditional on at least 25% of the votes cast on item 3 being cast against the Remuneration Report:

- (a) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;
- (b) all of the Non-Executive Directors in office when the resolution to approve the Directors' Report for the financial year ended 31 December 2016 was passed (being Michael Chaney, Larry Archibald, Melinda Cilento, Frank Cooper, Christopher Haynes, Ian Macfarlane, Ann Pickard, Sarah Ryan and Gene Tilbrook) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

Voting exclusion statement applicable to items 3 and 4.

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on items 3 and 4:

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

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on items 3 and 4:

- + in accordance with a direction as to how to vote on the Voting Form; or
- + by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though items 3 and 4 are connected with the remuneration of the Company's KMP.

By order of the Board

A handwritten signature in black ink that reads "Warren Baillie".

Warren Baillie

Company Secretary
24 March 2017

Notes

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

Voting Entitlements

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the Board has determined that, for the purpose of voting at the meeting, shareholders are those persons who are the registered holders of Company shares at 5.00pm (AWST) on Wednesday, 3 May 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

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

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

If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise all available votes in favour of each resolution other than item 4. The Chairman intends to vote all available votes against item 4.

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

Proxy voting on Items 3 and 4 (Remuneration Report and Conditional Spill Resolution)

The key management personnel of the Company (which includes each of the directors and executives named in the Company's 2016 Remuneration Report) and their closely related parties will not be able to vote as your proxy on items 3 and 4 unless you tell them how to vote, or the Chairman of the meeting is your proxy. If you intend to appoint a member of the key management personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on items 3 and 4 otherwise they will not be able to cast a vote as your proxy on those items.

If you appoint the Chairman of the meeting as your proxy, you can direct him how to vote by marking one of the boxes for items 3 and 4 (i.e. to vote "for", "against" or "abstain"). If you appoint the Chairman of the meeting as your proxy or the Chairman of the meeting is appointed as your proxy by default, but you do not mark a voting box for items 3 or 4, you will be taken to have expressly authorised the Chairman of the meeting to exercise the proxy in respect of that item even though the items are connected with the remuneration of the key management personnel.

Direct Voting

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

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

Lodgement

The Company encourages you to register your voting or proxy instructions online at the Share Registry website www.investorvote.com.au. Participating online is simple, secure and the most efficient method of providing your instruction.

To log in to Investor Vote:

- + Go online to www.investorvote.com.au;
- + Enter the Control Number – which can be found on the enclosed Voting Form;
- + Enter your Security Reference Number (SRN) or Holder Identification Number (HIN) – which can be found on the enclosed Voting Form;
- + Enter your post code; and
- + Submit your proxy or direct vote.

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

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

To be valid, your electronic voting instructions or Voting Form must be received by **10.00am (AWST) on Wednesday, 3 May 2017**.

Bodies Corporate

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

Custodians and Nominees

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

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the shareholders of Woodside Petroleum Ltd (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Friday, 5 May 2017.

Resolutions 2(a), 2(b), 2(c), 3 and 4 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

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

Item 1 Financial Statements and Reports

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

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

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

The Annual Report 2016 is available on the Company's website at www.woodside.com.au.

Item 2 Election of Directors

Item 2(a) seeks approval for the re-election of Mr Chaney who is retiring by rotation under Rule 75(a) of the Company's Constitution. This rule states that a director must retire from office at the third annual general meeting after the director was elected or most recently re-elected. Mr Chaney is eligible for election under Rule 75(c) and offers himself for re-election as a director of the Company.

Items 2(b) and 2(c) seek approval for the election of Mr Archibald and Mr Macfarlane who were appointed to the Board since the last annual general meeting under Rule 63 of the Company's Constitution. Any director appointed under this rule may hold office only until the next annual general meeting and is then eligible for election at that meeting. Mr Archibald and Mr Macfarlane are eligible for election under Rules 63 and 75(c) and offer themselves for election as directors of the Company.



MICHAEL CHANEY, AO

Item 2(a) Michael Chaney, AO

BSc, MBA, Hon LLD (UWA), FAICD, Age 66

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

Mr Chaney's experience includes 22 years with Wesfarmers Limited (including holding the offices of managing director and chief executive officer from 1992 to 2005), three years with investment bank Australian Industry Development Corporation and eight years as a petroleum geologist working on the North West Shelf and in the USA and Indonesia. He was a non-executive director of BHP Billiton Limited (1995 to 2005), BHP Billiton Plc (2001 to 2005) and National Australia Bank Ltd (2004 to 2015). Mr Chaney is currently chair of Wesfarmers Ltd, a director of the Centre for Independent Studies Ltd, Chancellor of the University of Western Australia and a member of the Australia-Germany Advisory Group and the Commonwealth Science Council.

As announced on 21 February 2017, Mr Richard Goyder, AO will join Woodside's Board as an independent, non-executive director and Chairman-elect effective 1 August 2017. Mr Chaney is seeking re-election to ensure a smooth transition and, if re-elected, Mr Chaney intends to step down as a director and Chairman at next year's Annual General Meeting in April 2018 and be replaced by Mr Goyder.

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

Item 2(b) Larry Archibald

MBA, BSc (Geosciences), BA (Geology), Age 60

Mr Archibald has been a non-executive director since 1 February 2017. He is a member of the Audit & Risk, Sustainability and Nominations Committees. Mr Archibald is an independent director.

Mr Archibald spent eight years in senior positions at ConocoPhillips Company including Senior Vice President, Business Development and Exploration, and Senior Vice President, Exploration. Prior to this, Mr Archibald's experience includes 29 years at Amoco (1980 – 1998) and BP (1998 – 2008) in various positions including leadership of exploration programs covering many world regions.

Mr Archibald is also currently a non-executive director of MainSail Energy Plc, an adviser to Guidestone Energy LLC and a consultant to Warburg Pincus.

The Board (excluding Mr Archibald) recommends the election of Mr Archibald as a director of the Company.

Item 2(c) Ian Macfarlane

Former Australian Federal Minister (Resources; Energy; Industry and Innovation), FAICD, Age 61

Mr Macfarlane has been a non-executive director since 14 November 2016. He is a member of the Human Resources & Compensation, Sustainability and Nominations Committees. Mr Macfarlane is an independent director.

Mr Macfarlane was Australia's longest serving Federal Resources and Energy Minister and the Coalition's longest serving Federal Industry and Innovation Minister with over 14 years of experience in both cabinet and shadow ministerial positions. Before entering politics, Mr Macfarlane's experience included agriculture,

and being President of the Queensland Graingrowers Association (1991- 1998) and the Grains Council of Australia (1994-1996).

Mr Macfarlane is the Chief Executive of the Queensland Resources Council, the Chair of the Manufacturing Co-operative Research Centre and a member of the Toowoomba Community Advisory Committee of the University of Queensland Rural Clinical School.

The Board (excluding Mr Macfarlane) recommends the election of Mr Macfarlane as a director of the Company.

Item 3 Remuneration Report

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

The Remuneration Report details the Company's policy on the remuneration of non-executive directors, the CEO and other senior executives and is set out on pages 71 to 90 of the Annual Report 2016, which is available on the Company's website at www.woodside.com.au. The Remuneration Report also sets out the Company's response to the "first strike" received at the Annual General Meeting in 2016.

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

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

Item 4 Conditional Spill Resolution

This resolution is a 'conditional' resolution. If it is put to the AGM and passed, it will only become effective if 25% or more of the votes cast on item 3 are against the resolution to adopt the Remuneration Report i.e. if the Company receives a "second strike".

If this resolution is passed and becomes effective, then it will be necessary for the Board to convene a special general meeting of the Company (**Spill Meeting**) within 90 days of the date of the 2017 Annual General Meeting in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If a Spill Meeting is held, the following directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- + Michael Chaney;
- + Larry Archibald;
- + Melinda Cilento;
- + Frank Cooper;
- + Christopher Haynes;
- + Ian Macfarlane;
- + Ann Pickard;
- + Sarah Ryan; and
- + Gene Tilbrook.

Even if Mr Chaney, Mr Archibald and Mr Macfarlane are re-elected or elected (as applicable) at the 2017 Annual General Meeting, they will still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

The Board recommends that shareholders vote **against** this item 4 if it is put to the meeting.



LARRY ARCHIBALD



IAN MACFARLANE

Notice of Annual General Meeting 2017

Head Office:

Woodside Petroleum Ltd
240 St Georges Terrace
Perth WA 6000

Postal address:

GPO Box D188
Perth WA 6840
Australia

T: +61 8 9348 4000

F: +61 8 9214 2777

E: companyinfo@woodside.com.au


Woodside Petroleum Ltd

ABN 55 004 898 962



woodside.com.au



Lodge your vote:  **Online:**
www.investorvote.com.auFor Intermediary Online subscribers only
(custodians) www.intermediaryonline.com **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia**In Person:**
Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
Perth, Western Australia 6000**By Fax:**
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555**For all enquiries call:**(within Australia) 1300 558 507
(outside Australia) +61 3 9415 4632000001
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SAM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**Voting Form****XX****Vote and view the Annual Report online**Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.**Your access information that you will need to vote:****Control Number:** 999999**SRN/HIN:** 19999999999 **PIN:** 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10.00am (AWST) on Wednesday, 3 May 2017.****How to Vote on Items of Business****Vote Directly - Mark Section A****Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box or you mark more than one box for that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appoint a Proxy - Mark Section B**

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

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.**Signing Instructions for Postal Forms****Individual:** Where the holding is in one name, the securityholder must sign.**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.**Attending the Meeting**Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".**Comments and Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.**GO ONLINE TO VOTE,
or turn over to complete the form →**

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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999 I N D

Please mark to indicate your directions

Voting Form

XX

STEP 1 Indicate How your Vote will be Cast Select one option only

At the Annual General Meeting of Woodside Petroleum Ltd to be held at the Perth Convention & Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on Friday, 5 May 2017 at 10.00am (AWST) and at any adjournment or postponement of that meeting ("Meeting"), I/We being member/s of Woodside Petroleum Ltd direct the following:

A. Vote Directly

Record my/our votes in accordance with the directions in Step 2 below.

PLEASE NOTE: You must mark FOR, AGAINST, or ABSTAIN on the item for a valid direct vote to be recorded.

OR

B. Appoint a Proxy to Vote on Your Behalf

I/We appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions (items 3 and 4): Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), and I/we have not directed the proxy how to vote on items 3 and 4 in Step 2 below, by signing and returning this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on items 3 and 4 even though items 3 and 4 are connected with the remuneration of key management personnel of the Company.

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

STEP 2 Items of Business

PLEASE NOTE: The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of item 4 where the Chairman of the Meeting intends to vote against, as set out below beside each resolution. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

		For	Against	Abstain
FOR	Item 2(a) Re-election of Mr Michael Chaney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	Item 2(b) Election of Mr Lawrence Archibald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	Item 2(c) Election of Mr Ian Macfarlane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	Item 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CONTINGENT BUSINESS				
PLEASE NOTE: Item 4 will only be considered at the Meeting if the condition described in the Notice of Annual General Meeting is satisfied.				
AGAINST	Item 4 Conditional Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) This section must be completed

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

WP L

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Computershare +