

ASX Announcement

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WOODSIDE PRE-EMPTS SANGOMAR TRANSACTION

Woodside has given notice exercising its right to pre-empt the sale by Capricorn Senegal Limited (Cairn) to LUKOIL Upstream Senegal BV (Lukoil) of Cairn's entire participating interest in the Rufisque Offshore, Sangomar Offshore and Sangomar Deep Offshore (RSSD) joint venture (the Cairn/Lukoil Transaction).

In accordance with the RSSD Joint Operating Agreement, the terms of Woodside's acquisition of Cairn's entire participating interest will reflect those of the Cairn/Lukoil Transaction, including:

- Upfront purchase price of US\$300 million plus working capital adjustments, including reimbursement of Cairn's development capital expenditure incurred since 1 January 2020
- Contingent payments of up to US\$100 million linked to commodity price and the timing of first oil
- Economic effective date of 1 January 2020
- The participating interest may be reduced to the extent FAR Senegal RSSD SA or La Société Des Pétroles Du Sénégal exercise their pre-emption rights in respect of the Cairn/Lukoil Transaction.

Woodside's acquisition remains subject to Government of Senegal approval, Cairn Energy PLC shareholder approval and other customary conditions precedent. The acquisition will be funded from Woodside's current cash reserves.

Woodside's equity interest in the RSSD joint venture after completion of the acquisition will increase to approximately 68% and Woodside will remain operator.

Woodside CEO Peter Coleman said the acquisition represents an opportunity for Woodside to deepen its interest in a well understood, world-class asset with near-term production, while also protecting shareholder interests by removing the potential uncertainty of US sanctions applying to the Sangomar Field Development.

"Progressing the Sangomar Field Development and delivering targeted first oil in 2023 is an important part of Woodside's growth strategy. Increasing our interest maintains the early momentum achieved since achieving final investment decision with our joint venture partners earlier this year and will simplify the equity structure for the RSSD joint venture.

"The strength of our balance sheet and our liquidity position have enabled us to take advantage of this opportunity. We will continue to apply our prudent approach to capital and balance sheet management, including consideration over the next 12 months of value accretive reduction in our equity interest in Sangomar.

"We look forward to completing the transaction with Cairn and working with all stakeholders, including potential new joint venture partners, to successfully deliver Senegal's first oil project," he said.

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This ASX announcement was approved and authorised for release by Woodside's Disclosure Committee.