

## Circular Resolution Protocol

### 1 CONSTITUTION REQUIREMENTS

Rule 87 of the Woodside Petroleum Ltd Constitution states that:

*“87(1) A resolution in writing signed by all Directors or a resolution in writing of which notice has been given to all Directors and which is signed by a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) is as valid as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the Directors.*

*87(2) For the purposes of rule 87(1):*

- (a) the references to Directors include any alternate Director for the time being present in Australia who is appointed by a Director not for the time being present in Australia but do not include any other alternate Director;*
- (b) a facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director’s authority is deemed to be a document in writing signed by the Director; and*
- (c) a statement sent by electronic means to an agreed electronic address signifying assent to the resolution and either setting out its terms or otherwise clearly identifying those terms is deemed to be a document in writing signed by the Director and such document will be deemed to have been signed by the Director at the time it is received at the agreed electronic address.”*

In summary, circular resolutions of directors of Woodside Petroleum Ltd can be passed by a majority of those directors entitled to vote on that resolution provided their numbers are not less than a quorum for that meeting. A quorum is three directors for Woodside Petroleum Ltd. Resolutions in writing, together with supporting material, are circulated to all directors entitled to vote.

### 2 WOODSIDE PRACTICE

In the interests of good governance, the Board has agreed that the following protocol will apply whenever the circular resolution provisions referred to above are used.

- Woodside’s preferred practice is to minimise the use of circulated resolutions. They are used only where there is an urgent timing issue which means that the matter cannot be delayed until the next Board meeting or where the Board has requested that a matter not finalised in meeting be finalised between meetings.
- Matters of a material size or consequence would be dealt with where possible by calling a special meeting of the Board in preference to a circulated resolution.
- Where the resolution would have been supported by a Board paper if submitted to a meeting, the same standard of explanation should be provided in materials circulated with the resolution.
- Where possible, all circular Board resolutions of a material nature are forwarded to the Chairman of the Board first.

- Secretariat makes every endeavour to ensure that each director has received their copy of the circulated resolution and supporting material, and follows up with those directors who have not responded by the due date.
- If a director has questions concerning the proposed resolution, management responds to those questions. If it is considered that the questions and answers may be considered material by other directors, these are circulated for the benefit of all directors.
- The Secretariat endeavours to obtain the votes of all directors before closing the process.
- Where one or more directors advise that they do not support the resolution or indicate they wish to have a Board discussion on the matter, the resolution is to be withdrawn. It may subsequently be resubmitted to a meeting of directors.
- A director's vote in favour of a resolution can only be counted if the vote is evidenced in writing, including facsimile and email communications. A verbal communication alone is not considered sufficient evidence.
- The outcomes of resolutions circulated between meetings are reported at the next meeting of the Board (or Committee as appropriate).
- Where a circulated resolution relates to a subject in which some directors are considered to have a conflict of interest, the conflicted directors do not receive the resolution or the supporting material, but are notified in general terms of the purpose of the resolution.

*Approved by the Woodside Petroleum Ltd Board on 27 March 2001.  
Revised by the Woodside Petroleum Ltd Board on 6 December 2005.  
Revised by the Woodside Petroleum Ltd Board on 7 December 2006.  
Revised by the Woodside Petroleum Ltd Board on 7 December 2010.  
Section 1 Revised following amendment to Woodside Petroleum Ltd. Constitution on 20 April 2011.*