

Supplement Document for Determination of Directors' Conflict of Interests

1. This paper is supplemental to the Directors' Conflict of Interest Guidance Document (Guidelines) approved by the Board of Woodside Petroleum Ltd. in May 1998. In December 2005, the Board resolved that no amendment was required to the Guidelines and adopted the following statements as a summary of the procedure to be followed by the Board in applying the Guidelines in circumstances where the Managing Director, in consultation with the Chairman, determines a Director to have a conflict of interest. The procedures set out in this paper apply equally to matters to be brought before any Board Committee, and in such case references to the Chairman should be read as references to the Chairman of the relevant Committee and references to the Board should be read as references to the relevant Board Committee.
2. If the Managing Director in consultation with the Chairman determines a Director (conflicted Director) to have a conflict of interest in respect of any matter that is being considered or will be considered at a meeting of the Board, that decision will be discussed with the non-conflicted Directors present at the meeting prior to the consideration of the matter.
3. Directors acknowledge that there may be circumstances where it is appropriate for the conflicted Director to remain in the meeting for the purposes of the discussion of the decision that the conflicted Director has a conflict of interest. Directors also acknowledge that there will be circumstances where the matter in respect of which the conflict of interest has arisen is of such a nature or sensitivity that it is not appropriate for the conflicted Director to remain in the meeting during such discussion. The determination of whether the conflicted Director may remain in the meeting for such discussion shall be taken by the Chairman.
4. In the case of a decision of the Board to be taken by circular resolution on any matter in respect of which the Managing Director in consultation with the Chairman determines that a Director has a conflict of interest, the Chairman will assess and determine the practicality of discussing the nature or sensitivity of the matter with the conflicted Director.
5. Directors acknowledge that notwithstanding the provisions of the Guidelines (in particular, paragraphs 5 and 7 thereof) and the Circular Resolution Protocol, a matter in respect of which a Director is determined to have a conflict of interest may be of such a nature or sensitivity that it is not appropriate for the conflicted Director to be made aware of the nature of the matter under consideration, the general terms of the resolution, the broad nature of the information withheld or the progress or the status of the matter from which the conflicted Director has been excluded.

Revised by the Woodside Petroleum Limited Board on 7 December 2018