



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

ASX Announcement

Monday, 18 March 2013

NOTICE OF 2013 ANNUAL GENERAL MEETING

Woodside's 2013 Annual General Meeting will be held on Wednesday, 24 April 2013 at the Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia at 10.00am.

The Notice of Meeting, Explanatory Memorandum, Voting Form and Shareholder Letter 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 2012 Annual Report and 2012 Shareholder Review 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 2013 ANNUAL GENERAL MEETING



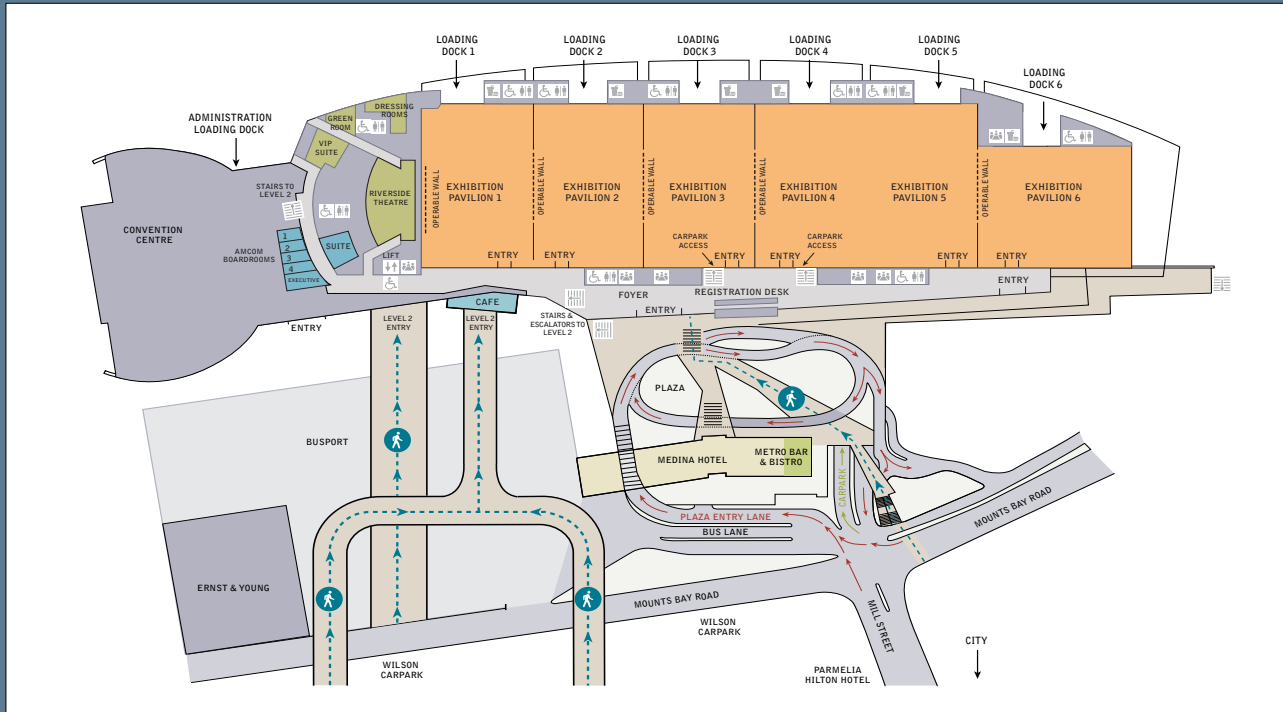
A YEAR OF DELIVERY

**10.00am (WST)
Wednesday, 24 April 2013**

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



Location of the Perth Convention Exhibition Centre (PCEC)



PUBLIC TRANSPORT AND PARKING INFORMATION

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

- P** **Wilson Parking**
- 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 Parking please call 08 9415 2800 or visit www.wilsonparking.com.au.

P **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 <http://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
Perth's central bus port is located adjacent to the PCEC. For bus timetables and further information, visit www.transperth.wa.gov.au.

Train
The Esplanade train station is located next to the PCEC. For train timetables and further information visit www.transperth.wa.gov.au.

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240 St Georges Terrace
Perth WA 6000
GPO Box D188
Perth WA 6840
Australia
t: +61 8 9348 4000

www.woodside.com.au

Shareholder Letter and Voting Form

2013 Annual General Meeting

Dear Shareholder

I am pleased to invite you to the 2013 Annual General Meeting of Woodside Petroleum Ltd to be held on Wednesday, 24 April 2013 at 10.00am (WST) 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 (WST). 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 at Woodside's share registry's website www.investorvote.com.au. Alternatively you may complete and return the Voting Form attached to this letter. To be valid, your Voting Form or electronic voting instructions must be received by 10.00am (WST) on Monday, 22 April 2013.

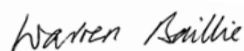
As in previous years, the Annual General Meeting will be webcast live on the internet at <http://www.woodside.com.au/Investors-Media/Pages/Webcasts-and-Teleconferences.aspx>. An archive version of the webcast will also be made available for later viewing.

Shareholders who have not elected to receive a printed copy of the 2012 Annual Report may obtain a copy from the Company's website at <http://www.woodside.com.au/Investors-Media/Annual-Reports/Pages/2012-Annual-Report.aspx>. The 2012 Sustainable Development Report 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



Warren Baillie
Company Secretary
18 March 2013



Woodside Petroleum Ltd.
ACN 004 898 962

Notice of 2013 Annual General Meeting

Notice is given that the 2013 Annual General Meeting of shareholders of Woodside Petroleum Ltd (Company) will be held on Wednesday, 24 April 2013 at 10.00am (WST) at the Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia.

ORDINARY BUSINESS

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 2012.

2. Re-election of Directors

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

- (a) *Mr Frank Cooper is elected as a director.*
- (b) *Dr Andrew Jamieson is re-elected as a director.*
- (c) *Dr Sarah Ryan 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 2012 is adopted.

Note – the vote on this resolution is advisory only and does not bind the directors or the Company.

Voting exclusion statement

Votes cannot be cast on resolution 3 by or on behalf of a member of the Company's key management personnel or any of their closely related parties (such as close family members and any controlled companies), unless:

- the vote is cast as proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form specifying how the proxy is to vote; or
- the vote is cast by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

By order of the Board

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

Warren Baillie
Company Secretary
18 March 2013

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 (WST) on Monday, 22 April 2013. 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 the relevant resolution.

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 Item 3 (Remuneration Report)

The key management personnel of the Company (which includes each of the directors and executives named in the Company's 2012 Remuneration Report) and their closely related parties will not be able to vote as your proxy on item 3 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 item 3 otherwise they will not be able to cast a vote as your proxy on that item.

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 item 3 (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 item 3, 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 item is 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

A Voting Form for appointment of a proxy or direct voting is enclosed with this notice. If you wish to appoint a proxy or 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).

Alternatively, you may register your voting or proxy instructions electronically at the Share Registry website www.investorvote.com.au.

To be valid, Voting Forms or electronic voting instructions must be received by **10.00am (WST) on Monday, 22 April 2013**.

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 Wednesday, 24 April 2013.

All of the resolutions 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 2012 Annual Report is available on the Company's website at www.woodside.com.au.

ITEM 2 ELECTION OF DIRECTORS

Items 2(a) and 2(c) seek approval for the election of Mr Cooper and Dr Ryan 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 Cooper and Dr Ryan are eligible for election under rules 63 and 75(c) and offer themselves for election as directors of the Company.

Item 2(b) seeks approval for the re-election of Dr Jamieson 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. Dr Jamieson is eligible for election under rule 75(c) and offers himself for re-election as a director of the Company.

ITEM 2(A)



Frank Cooper

BCom, FCA
Age 57

Mr Cooper has been a non-executive director since 1 February 2013. He is chairman of the Audit & Risk Committee and a member of the Human Resources & Compensation and Nominations Committees. Mr Cooper is an independent director.

Mr Cooper has more than 35 years experience in corporate tax, specialising in the mining, energy and utilities sector, including most recently as a partner of PricewaterhouseCoopers until his retirement from that firm on 31 December 2012. Prior to joining PricewaterhouseCoopers, Mr Cooper was a partner of Ernst & Young and managing partner of Arthur Andersen. He was a director of Alinta Infrastructure Limited and Alinta Funds Management Limited from August 2005 until March 2006. Mr Cooper is chairman of the Insurance Commission of Western Australia, the University of Western Australia Strategic Resources Committee and the West Australian Football Commission. He is a member of the Senate of the University of Western Australia and the State Health Research Advisory Council.

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

ITEM 2(B)



Andrew Jamieson
FREng, CEng, FICChemE
Age 65

Dr Jamieson has been a non-executive director since 16 February 2005. He is the chairman of the Human Resources & Compensation Committee and a member of the Sustainability and Nominations Committees. Dr Jamieson is an independent director.

Dr Jamieson held the position of Executive Vice President Gas and Projects of Shell Gas and Power International BV before retiring from the Royal Dutch Shell Group in June 2009. He has over 30 years experience with Shell in Europe, Australia and Africa. From 1997 to 1999 Dr Jamieson was seconded to Woodside Energy Ltd as General Manager North West Shelf Venture. Subsequent to his retirement from the Royal Dutch Shell Group, the Woodside Board assessed Dr Jamieson as being an independent director. He is the chairman of Seven Energy International Limited and a director of Leif Hoegh & Co Ltd and Oxford Catalysts Group PLC.

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

ITEM 2(C)



Sarah Ryan
PhD (Petroleum and Geophysics), BSc (Geophysics) (Hons 1), BSc (Geology), Age 46

Dr Ryan has been a non-executive director since 6 December 2012. She is a member of the Audit & Risk, Sustainability and Nominations Committees. Dr Ryan is an independent director.

Dr Ryan has more than 20 years experience in the oil and gas industry in various technical, operational and senior management positions, including 15 years with Schlumberger Limited. She also served as Chief Operating Officer of MTEM Ltd, an oilfield technology company. Dr Ryan is Director, Equity Investment at institutional investment firm Earnest Partners where she is responsible for research and portfolio management in the global energy sector. She is also a director of Aker Solutions ASA.

The Board (excluding Dr Ryan) recommends the election of Dr Ryan 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, the Executive Director and Executive Vice President, Corporate & Commercial and other senior executives and is set out on pages 53 to 65 of the 2012 Annual Report, which is available on the Company's website at www.woodside.com.au.

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.



woodside

**NOTICE OF
2013
ANNUAL GENERAL
MEETING**

Head Office:
Woodside Petroleum Ltd
240 St Georges Terrace
Perth WA 6000 Australia

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e: companyinfo@woodside.com.au



Visit us at

www.woodside.com.au



woodside

Woodside Petroleum Ltd
ABN 55 004 898 962

Mark this box with an 'X' if you have made any changes to your address details or written other comments on this form.



Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 558 507
(outside Australia) +61 3 9415 4632

Please mark to indicate your directions

SHAREHOLDER VOTING FORM

STEP 1 Indicate How Your Vote Will be Cast - Mark either A or B

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 Wednesday, 24 April 2013 at 10:00am (WST) 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 strictly in accordance with directions in Step 2.

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

OR

B APPOINT A PROXY

I/We appoint the Chairman of the Meeting **OR**

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).

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

Chairman authorised to exercise undirected proxies on remuneration related resolution (item 3): 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 item 3 (Remuneration Report) in Step 2 below, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on item 3 even though item 3 is connected with the remuneration of key management personnel of the Company.

STEP 2 Items of Business

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.

ORDINARY BUSINESS

		For	Against	Abstain		For	Against	Abstain	
Item 2(a)	Election of Mr Frank Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 2(c)	Election of Dr Sarah Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b)	Re-election of Dr Andrew Jamieson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 3	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Important for remuneration related resolution (item 3): Undirected proxies received by the Chairman of the Meeting will be voted in favour of each item of business. If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), you can direct the Chairman of the Meeting to vote for, against or to abstain from voting on, the resolution on item 3 (Remuneration Report) by marking the relevant box opposite item 3. Note that under Step 1, if the Chairman of the Meeting is your proxy and you do not mark any of the boxes opposite item 3, you have expressly authorised the Chairman of the Meeting to exercise your proxy on item 3.

SIGN Signature of Shareholders - THIS MUST BE COMPLETED.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

YOUR VOTE IS IMPORTANT - PLEASE READ THE INFORMATION BELOW

If you are unable to attend the Meeting, you are encouraged to register your voting instructions online or complete and lodge this form. You may either lodge your vote directly by marking section A or appoint a person/body corporate who will attend as your proxy by marking section B.

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

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 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%.

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 shares for each in Step 1 overleaf.

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

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.

Voting restrictions applying to key management personnel

If you intend to appoint as your proxy a member of the key management personnel of Woodside Petroleum Ltd (other than the Chairman of the Meeting) or one of their closely related parties, that person will not be able to vote as your proxy on item 3 unless you direct them how to vote.

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting becomes your proxy by default, and you do not mark a voting box for item 3, then by signing and returning this Voting Form you will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant item even though the item is connected with the remuneration of the key management personnel. The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Signing Instruction for Postal Forms

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders 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.

Attending the Meeting

Please bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com

 **For your vote to be effective it must be received no later than 10:00am (WST) on Monday, 22 April 2013**

Documents may be lodged using the reply addressed envelope or:

ONLINE:

Members may record their voting instructions on the website www.investorvote.com.au. You will need information shown on the front of this Voting Form to register your direct vote or proxy online.

BY FAX:

1800 783 447

BY MAIL:

Share Registry - Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne VIC 3001

IN PERSON:

Share Registry - Computershare Investor Services Pty Limited,
Level 2, 45 St Georges Tce, Perth WA 6000

If you require further information on how to complete the Voting Form, please call Computershare Investor Services Pty Limited on **1300 558 507**



Vote online or view the annual report,
24 hours a day, 7 days a week:

www.investorvote.com.au

- Vote directly or appoint a proxy**
- Access the annual report**
- Review and update your shareholding**