

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

| | |
|-----------------------|------------------------|
| Name of entity | Woodside Petroleum Ltd |
| ABN | 55 004 898 962 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|--------------------|
| Name of Director | Peter John COLEMAN |
| Date of last notice | 16 March 2018 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|--|
| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Beneficial interest in ordinary fully paid shares held by Pacific Custodians Pty Ltd as trustee under the managed shares facility. |
| Date of change | 16 March 2018 |
| No. of securities held prior to change | 182,177 ordinary shares held by Pacific Custodians Pty Ltd as trustee under Mr Coleman's executive employment agreement. 359,882 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed shares facility. The key terms of Woodside's employee share plans are set out in the 2017 Remuneration Report, which appears on pages 76 to 95 of the Annual Report 2017. |
| Class | Ordinary fully paid shares |
| Number acquired | Nil |
| Number disposed | 76,894 |

+ See chapter 19 for defined terms.

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| | |
|---|--|
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$28.79 per share |
| No. of securities held after change | 182,177 ordinary shares held by Pacific Custodians Pty Ltd as trustee under Mr Coleman's executive employment agreement. 282,988 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed shares facility. The key terms of Woodside's employee share plans are set out in the 2017 Remuneration Report, which appears on pages 76 to 95 of the Annual Report 2017. |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market trade of shares which had satisfied the vesting conditions in accordance with Mr Coleman's executive employment agreement, to fund tax obligations. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | Nil |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

Part 3 – +Closed period

| | |
|--|-----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

+ See chapter 19 for defined terms.