



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

ASX Announcement

Thursday, 25 March 2010

NOTICE OF 2010 ANNUAL GENERAL MEETING

Woodside's 2010 Annual General Meeting will be held on Friday, 30 April 2010 in the Riverside Theatre, Level 2, 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 for the 2010 Annual General Meeting have been mailed today to shareholders. Copies of these documents follow this announcement and are available on Woodside's website at www.woodside.com.au.

The 2009 Annual Report and 2009 Shareholder Review have also been mailed today to shareholders who have elected to receive printed copies of these documents. Copies of these documents have previously been lodged with the ASX and are available on Woodside's website at www.woodside.com.au.

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Shareholder Letter and Voting Form 2010 Annual General Meeting

Dear Shareholder

I am pleased to invite you to the 2010 Annual General Meeting of Woodside Petroleum Ltd to be held on Friday, 30 April 2010 at 10.00am (WST) in the Riverside Theatre, Level 2, Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia. Registration commences at 9.30am (WST).

If you will be attending the Annual General Meeting, please bring this letter with you. Prompt registration will be facilitated using the bar code appearing at the top of this letter.

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 Wednesday, 28 April 2010.

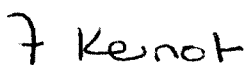
As in previous years, the Annual General Meeting will be webcast live on the internet at www.woodside.com.au/Investors+and+Media/Webcast.htm. An archive version of the webcast will also be made available for later viewing.

Shareholders who have not elected to receive a printed copy of the 2009 Annual Report may obtain a copy from the Company's website at www.woodside.com.au/Investors+and+Media/Annual+Reports/.

The 2009 Sustainable Development Report is also available from the Company's website at www.woodside.com.au/Sustainable+Development/Sustainable+Development+Report.htm.

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.

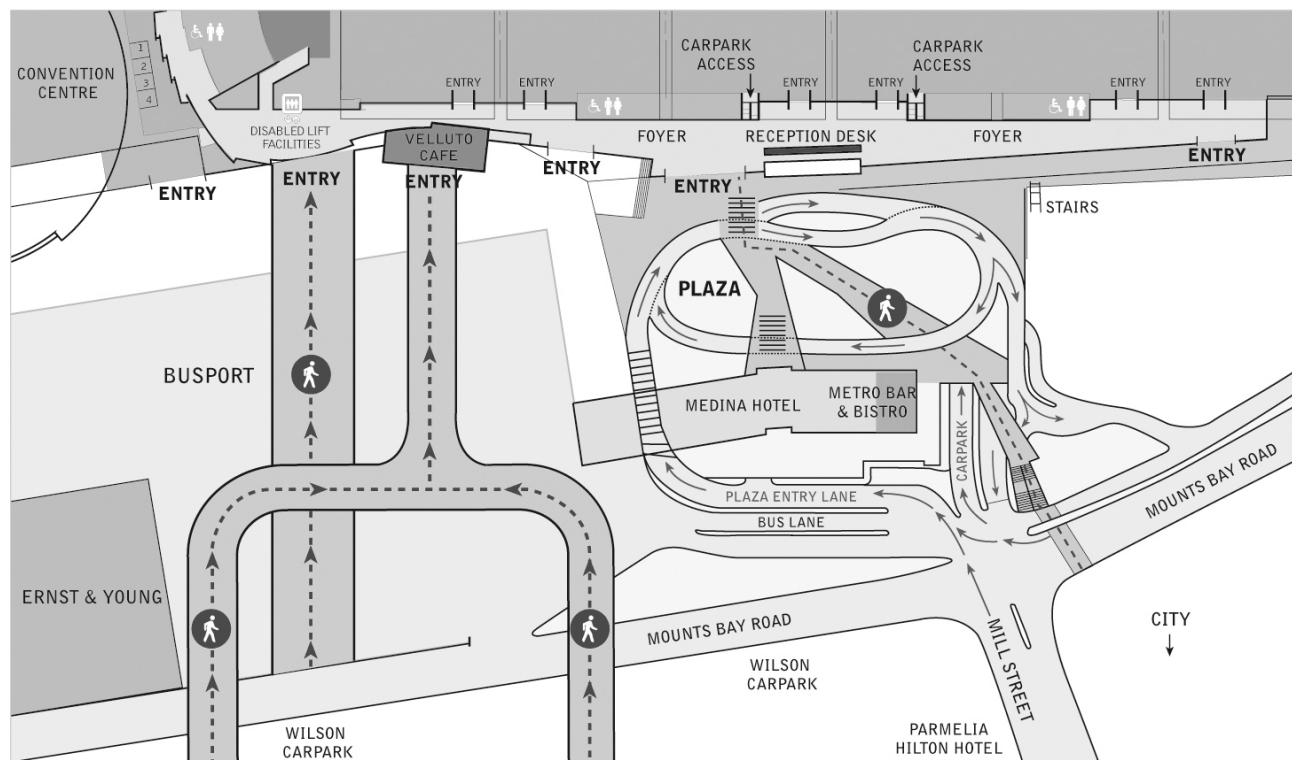
Yours sincerely
WOODSIDE PETROLEUM LTD



Frances Kernot
Company Secretary
25 March 2010

Please bring this letter with you to the Annual General Meeting

Location of the Perth Convention Exhibition Centre (PCEC)



PUBLIC TRANSPORT AND PARKING INFORMATION

Parking

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

Wilson Carparking

- 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 Carparking please call 9481 6244 or visit www.wilsonparking.com.au.

City of Perth Parking

- His Majesty's Carpark – entry via Murray Street

For more information on City of Perth carparks please call 9461 3333 or visit www.cityofperth.wa.gov.au.

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 9464 2844 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.

Warning to shareholders – unsolicited share offers

Woodside shareholders should be alert to offers to purchase their shares at below market rates. Persons who legally acquire a copy of a public share register may write to shareholders offering to purchase their shares, usually at a rate below the current market value. Shareholders who receive these offers should carefully read the materials, consider obtaining their own financial advice and compare the offer to the current value of their shares on the open market. You can find the current value of Woodside shares from the Company's website (www.woodside.com.au) or from the Australian Securities Exchange (www.asx.com.au, code: WPL).

Notice of 2010 Annual General Meeting

Notice is given that the 2010 Annual General Meeting of shareholders of Woodside Petroleum Ltd (**Company**) will be held on Friday, 30 April 2010 at 10.00am (WST) in the Riverside Theatre, Level 2, 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 2009.

2. Re-election of Director

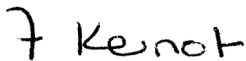
To consider and if thought fit to pass as an ordinary resolution:
Dr Andrew Jamieson is re-elected as a director.

3. Remuneration Report

To consider and if thought fit to pass as an ordinary resolution:
The Remuneration Report for the year ended 31 December 2009 is adopted.

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

By order of the Board



Frances Kernot
Company Secretary
25 March 2010

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 Wednesday, 28 April 2010.

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. Shareholders holding 2 or more shares can appoint either 1 or 2 proxies. If 2 proxies are appointed, the appointing shareholder can specify what proportion of their votes they want each proxy to exercise.

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. 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 Wednesday, 28 April 2010.

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 Friday, 30 April 2010.*

Resolutions 2 and 3 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, Directors' Report and Auditor's Report 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 2009 Annual Report is available on the Company's website at www.woodside.com.au.

ITEM 2 RE- ELECTION OF DIRECTOR – DR ANDREW JAMIESON, OBE

Item 2 on the agenda seeks approval for the re-election of Dr Jamieson who is retiring under Rule 75(b) of the Company's Constitution. This rule states that if no election of directors is scheduled to occur at the Annual General Meeting under rule 63 or 75(a), then one director must retire from office at the Annual General Meeting. The director to retire under rule 75(b) is the director longest in office since last being elected. Dr Jamieson is eligible for election under Rule 75(c) and offers himself for re-election as a director of the Company.



Dr Jamieson has been a non-executive director since 16 February 2005. He is a member of the Nominations and Sustainability Committees.

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. Dr Jamieson is 62 years old. He is a chartered engineer and has a BSc with First Class Honours and a PhD from Glasgow University in Scotland.

Subsequent to his retirement from the Royal Dutch Shell Group, the Woodside Board assessed Dr Jamieson as being an independent director.

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 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 and senior executives and is set out on pages 45 to 59 of the 2009 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 Petroleum Ltd
25 March 2010



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

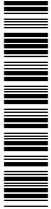
By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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



SHAREHOLDER VOTING FORM

Please mark to indicate your directions

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 Friday, 30 April 2010 at 10:00am (WST) and at any adjournment of that 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 **PLEASE NOTE: Leave this box blank if you have selected the Chairman of the meeting. Do not insert your own name(s).**

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).
The Chairman of the meeting intends to vote undirected proxies in favour of each item of business.

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.

		FOR	AGAINST	ABSTAIN
Item 2	Re-election of Dr Andrew Jamieson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

Signing Instructions 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 Wednesday 28 April 2010.**

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**