

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 | Lawrence (Larry) Eben Archibald |
| Date of last notice | 6 September 2017 |

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 shares held pursuant to the Non-Executive Directors' Share Plan by the trustee, Pacific Custodians Pty Limited |
| Date of change | 31 October 2017 |
| No. of securities held prior to change | Indirect: 849 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |
| Class | Ordinary |
| Number acquired | 239 |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$30.80 per share |
| No. of securities held after change | Indirect: 1,088 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

| | |
|---|--|
| 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 purchase by the trustee of the Non-Executive Directors' Share Plan on pre-determined date pursuant to the rules of the Non-Executive Directors' Share Plan |
|---|--|

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 | N/A |
| 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 |

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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 | Melinda Ann CILENTO |
| Date of last notice | 6 September 2017 |

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 shares held pursuant to the Non-Executive Directors' Share Plan by the trustee, Pacific Custodians Pty Limited |
| Date of change | 31 October 2017 |
| No. of securities held prior to change | Direct: 500 ordinary shares Indirect: 2,854 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |
| Class | Ordinary |
| Number acquired | 205 |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$30.80 per share |
| No. of securities held after change | Direct: 500 ordinary shares Indirect: 3,059 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |

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Appendix 3Y

Change of Director's Interest Notice

| | |
|---|--|
| 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 purchase by the trustee of the Non-Executive Directors' Share Plan on pre-determined date pursuant to the rules of the Non-Executive Directors' Share Plan |
|---|--|

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 | N/A |
| 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 |

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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 | Frank Charles COOPER |
| Date of last notice | 6 September 2017 |

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 shares held pursuant to the Non-Executive Directors' Share Plan by the trustee, Pacific Custodians Pty Limited |
| Date of change | 31 October 2017 |
| No. of securities held prior to change | Indirect: 6,000 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |
| Class | Ordinary |
| Number acquired | 396 |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$30.80 per share |
| No. of securities held after change | Indirect: 6,396 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |

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| | |
|---|--|
| 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 purchase by the trustee of the Non-Executive Directors' Share Plan on pre-determined date pursuant to the rules of the Non-Executive Directors' Share Plan |
|---|--|

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 | N/A |
| 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 |

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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 | Christopher HAYNES |
| Date of last notice | 6 September 2017 |

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) Note: Provide details of the circumstances giving rise to the relevant interest. | Beneficial interest in ordinary shares held pursuant to the Non-Executive Directors' Share Plan by the trustee, Pacific Custodians Pty Ltd |
| Date of change | 31 October 2017 |
| No. of securities held prior to change | Indirect: 7,326 ordinary shares held by Pacific Custodians Pty Ltd as trustee of the Non-Executive Directors' Share Plan |
| Class | Ordinary |
| Number acquired | 239 |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$30.80 per share |
| No. of securities held after change | Indirect: 7,565 ordinary shares held by Pacific Custodians Pty Ltd as trustee of the Non-Executive Directors' Share Plan |

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|---|--|
| 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 purchase by the trustee of the Non-Executive Directors' Share Plan on pre-determined date pursuant to the rules of the Non-Executive Directors' Share Plan |
|---|--|

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 | N/A |
| 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 |

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| | |
|-----------------------|------------------------|
| 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 | Ian Elgin Macfarlane |
| Date of last notice | 6 September 2017 |

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 shares held pursuant to the Non-Executive Directors' Share Plan by the trustee, Pacific Custodians Pty Limited |
| Date of change | 31 October 2017 |
| No. of securities held prior to change | Indirect: 660 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |
| Class | Ordinary |
| Number acquired | 213 |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$30.80 per share |
| No. of securities held after change | Indirect: 873 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |

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|---|--|
| 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 purchase by the trustee of the Non-Executive Directors' Share Plan on pre-determined date pursuant to the rules of the Non-Executive Directors' Share Plan |
|---|--|

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 | N/A |
| 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 |

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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 | Ann Darlene PICKARD |
| Date of last notice | 6 September 2017 |

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 shares held pursuant to the Non-Executive Directors' Share Plan by the trustee, Pacific Custodians Pty Limited |
| Date of change | 31 October 2017 |
| No. of securities held prior to change | Indirect: 2,121 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |
| Class | Ordinary |
| Number acquired | 255 |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$30.80 per share |
| No. of securities held after change | Indirect: 2,376 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |

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| | |
|---|--|
| 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 purchase by the trustee of the Non-Executive Directors' Share Plan on pre-determined date pursuant to the rules of the Non-Executive Directors' Share Plan |
|---|--|

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 | N/A |
| 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 |

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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 | Sarah Elizabeth RYAN |
| Date of last notice | 6 September 2017 |

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 shares held pursuant to the Non-Executive Directors' Share Plan by the trustee, Pacific Custodians Pty Limited |
| Date of change | 31 October 2017 |
| No. of securities held prior to change | Indirect: 5,535 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |
| Class | Ordinary |
| Number acquired | 213 |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$30.80 per share |
| No. of securities held after change | Indirect: 5,748 ordinary shares held by Pacific Custodians Pty Limited as trustee of the Non-Executive Directors' Share Plan |

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| | |
|---|--|
| 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 purchase by the trustee of the Non-Executive Directors' Share Plan on pre-determined date pursuant to the rules of the Non-Executive Directors' Share Plan |
|---|--|

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 | N/A |
| 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.