



Will the shareholders approve the WPL BHP Petroleum merger?

Company/ASX Code	Woodside / WPL
AGM date	Thursday 19 May 2022
Time and location	10am AWST Perth Convention Centre, 21 Mounts Bay Road, Perth.
Registry	Computershare
Webcast	Yes, web.lumiagm.com/397447934
Poll or show of hands	Poll on all items
Monitor	Geoff Read with Tony McAuliffe
Pre AGM Meeting?	Yes, with Chair Richard Goyder and others.

The individuals who prepared this voting intention have a shareholding in this company.

Summary of key issues for meeting:-

The proposed merger with BHP Petroleum will be put to the vote,

Woodside has produced its first climate report and this too will be put to the vote (advisory only),

The attention from green interest groups continues and will extend the length of the meeting.

Item 1	Consideration of accounts and reports
ASA Vote	No vote required

Summary of ASA Position

The share price was stagnant during 2021 and decreased slightly over the year. We believe that this was mostly due to the pandemic and global uncertainty. Since balance date the share price has increased sharply as global growth increased, war broke out in Ukraine and sanctions against Russia take effect.

As oil prices increased it allowed the company to reverse some asset impairments which had been accounted for last year. Total USD 1.058B. The accounting provision for a loss making contract in the Gulf of Mexico was also reduced as gas prices rose. Total USD 140M

As oil and LNG prices increased so did the dividend to US 135 cents, previously US 38 cents.

During 2021 the previous CEO Peter Coleman retired and Meg O'Neill was appointed as the new CEO. Ben Wyatt, previously WA Treasurer, was appointed to the board in June 2021.

During the year Woodside announced that it would acquire all of BHP's oil and gas assets in exchange for Woodside shares. This meeting will vote on the proposed merger by approving the issuance of 900 million shares to BHP. The ownership will be in the approximate ratio 52% to existing WPL shareholders and 48% to existing BHP shareholders. When the merger completes

there will be cash adjustments between the companies. This will be cash positive for WPL.
(Estimate USD1B)

Towards the end of 2021 the company gave the go ahead to the construction of Scarborough gas field and the Pluto 2 LNG plant. Since balance date a 49% share of Pluto 2 has been sold to a global infrastructure investor. The Scarborough gas field is very low in CO2.

In Senegal a new oil field development named Sangomar is progressing well.

Woodside has discontinued some development opportunities they held in Western Canada.

Woodside has completely exited work in Myanmar and is close to returning the exploration leases.

Summary

(As at FYE)	2021	2020	2019	2018	2017
NPAT (USDM)	1983	-4028	343	1364	1069
UPAT (USDM)		447	1063	1364	1069
Share price (AUS)	21.93	22.74	34.38	31.32	33.08
Dividend (US cents)	135	38	91	144	98
Simple TSR (%)	4.9	35.7	12	9.67	7.6
EPS (US cents)	206	-423	37	148	123
CEO total remuneration, actual (AUDM)	4.020 New CEO	6.058	9.378	8.566	7.806

For 2021 the CEO's total actual remuneration was **42.6 times** the Australian Full time Adult Average Weekly Total Earnings. (\$94,276 pa in November 2021)

Item 2	Approval of the BHP Petroleum merger
ASA Vote	No recommendation is given.

Summary of ASA Position

Voting recommendations associated with schemes and takeovers are considered to relate to dealings in financial products and require a financial service licence which ASA does not hold. For this reason, we urge you to read the merger booklet together with the independent experts report and make your own decision and lodge a proxy with a directed vote either for or against the resolution based on your circumstances.

We note that both the board and the independent expert recommend voting FOR the transaction. In the event that we receive any open proxies for this item we will follow the boards and the expert's advice and vote them FOR the resolution.

Item 3a	Re-election of Dr Sarah Ryan as a Director,
ASA Vote	For

Summary of ASA Position

Dr Ryan was first elected to the board in December 2012. She is an independent director. She has extensive experience in the oil and gas industry as well as investment banking experience.

She is a director of Aurizon, Oz minerals and Viva energy. She has a meaningful shareholding in the company. We support her re-election.

Item 3b	Re-election of Ms Ann Pickard as a Director,
ASA Vote	For

Summary of ASA Position

Ms Pickard was first elected to the board in February 2016. She is an independent director. She has extensive high level experience in the oil and gas industry over many years.

She is a director of KBR Inc. and the Noble Corporation. She has a meaningful shareholding in the company. We support her re-election.

Item 3c	Re-election of Mr Frank Cooper as a Director,
ASA Vote	For

Summary of ASA Position

Mr Cooper was joined the board in February 2013. He is an independent director, although at 9 years tenure the company is well aware that we might question his independence and has decided to support his re-election because of his knowledge, experience and value to the company during the merger. He has extensive experience in the field of accounting and tax.

He is a director of South32 and chair of the Insurance Commission of WA. He has a meaningful shareholding in the company. We support his re-election.

Item 3d	Election of Mr Ben Wyatt as a Director,
ASA Vote	For

Summary of ASA Position

Ben Wyatt was appointed as a director in June 2021. He is an independent director. He comes from a legal background before entering politics and becoming the first indigenous treasurer of an Australian government. He is also a director of Rio Tinto and the West Coast Eagles. At the date of the annual report he did not hold any shares in WPL. He will acquire them under the NED share plan instead of a portion of his board fees. We support his election.

Item 4	Remuneration Report
ASA Vote	For

Summary of ASA Position

For the FY 2021 results the corporate score card was rated as 6 out of 10. There was a shortfall in the volume of production and an overachievement in EBITDA. The CEO received 75% of her maximum incentive and other KMP received about 70% of their maximum incentive. The directors' fees were unchanged. There was one exception to this however as 3 directors, Messrs Cooper, Wyatt and Archibald received special exertion payments of AUD 20,000 for their work on the BHP merger. Generally the ASA is opposed to special exertion payments, but this is not significant enough to change our support for the rem. report.

There was a 20% vote against the remuneration report in 2020 because some shareholders considered that insufficient reward was in shares, and that the measures were not linked to financial results.

Since then the board has worked hard to it align more closely with shareholder interests. The remuneration scheme now has a scorecard which has 5 elements, 3 of which are directly linked to financial outcomes. They are: - operating expenditure, EBITDA, production, sustainability issues and business priorities. These measures are equally weighted and count towards 70% of the executives performance result. Personal KPI's account for the other 30%.

The variable annual award which results from these measures is paid as 12.5% cash, 27.5% 3 year restricted shares, 30% 5 year restricted shares, and 30% 5 year performance rights which are tested against two TSR measures.

When shares and rights are awarded the calculation is based on VWAP.

The remuneration report is comprehensive and includes tables on actual take home pay in Australian dollars. This is a new innovation which we had requested several times and we thank them for it.

Item 5	Approval of grant of executive incentive scheme awards to CEO/Managing Director Meg O’Neill
ASA Vote	For

Summary of ASA Position

This resolution seeks to award share rights and performance rights to the CEO in satisfaction of the executive incentive plan. In this plan 87% of the award is paid in equity. The resolution seeks to award 97,983 restricted shares valued at A\$2.14M and 51,122 performance rights valued at A\$1.12M. These calculations were done using VWAP to value the shares. The remuneration scheme is a sensible one which has been improved in the last 2 years. We support this resolution.

Item 6	Renewal of proportional takeover provisions
ASA Vote	For

Summary of ASA Position

This is a non-controversial resolution. These provisions are generally renewed every 3 years and ensure that any takeover bid is for the entire company rather than just a portion.

Item 7	Change of the Company Name
ASA Vote	For

Summary of ASA Position

A key component of Woodside’s climate action plan is to incorporate hydrogen and ammonia into the types of energy they supply to customers. The proposed name change to Woodside Energy Group Ltd. appears to be reasonable.

Item 8	Change of the external Auditor
ASA Vote	For

Summary of ASA Position

The board has conducted a tender process for the audit and associated work. It is proposed to appoint PWC instead of the existing auditor EY. We see no reason to object.

Item 9	Climate Report Advisory Vote
ASA Vote	For

Summary of ASA Position

Woodside has produced its first climate report and will put it to an advisory vote. In our opinion it is both comprehensive and realistic as the targets described are backed up with achievable plans. There is a target of 15% reduction in greenhouse gas emissions by 2025. Woodside report that in 2021 they had already achieved a reduction of 10%. (Scope 1 and 2.) Woodside state that the BHP assets will be included in the present emissions reduction targets.

It seems to be the case that if we want to reduce global warming to 1.5degrees then it will be necessary for a large part of the world to adopt hydrogen/ammonia as the number one fuel. Woodside has a well advanced plan to help the world achieve this.

It is unclear how often shareholders will vote on this report.

Item 10a	Amendment to the constitution.
ASA Vote	Against

Summary of ASA Position

It is generally difficult to amend a company's constitution without board and broad shareholder support as it requires a vote of 75% in favour. As such this resolution is most unlikely to succeed. We believe there are alternative ways to achieve the outcomes that are sought without opening up the constitution to unknown future changes.

We will vote undirected proxies AGAINST this resolution and the three following ones should 10a be adopted.

Item 10b	Contingent resolution Capital Protection
ASA Vote	Against

Summary of ASA Position

See 10a

Item 10c	Contingent Resolution Climate related lobbying
ASA Vote	Against

Summary of ASA Position

See 10a

Item 10d	Contingent resolution Decommissioning
ASA Vote	Against

Summary of ASA Position

See 10a

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Appendix 1 Remuneration framework detail

The table below shows the remuneration plan for the CEO. The new CEO Meg O'Neill was appointed in August 2021 after acting in the role for 4 months.

CEO rem. Framework for FY2021	Target AUD \$m	% of Total	Max. Opportunity AUD \$m	% of Total
Fixed Remuneration (FAR)	2.2	33%	2.2	25%
Variable Rem.	4.4	67%	6.6	75%
Total Rem.	6.6	100%	8.8	100%
Potential Variable Rem.	200% of FAR		300% of FAR	
STI Cash	0.55	12.5%	0.825	12.5
STI 3yr restricted shares	1.21	27.5%	1.815	27.5%
STI 5yr restricted shares	1.32	30%	1.98	30%
LTI 5 year performance rights	1.32	30%	1.98	30%
Total Variable Rem	4.4	100%	6.6	100%