

Australasian Centre for Corporate Responsibility (ACCR) summary of engagement with Woodside January to March 2023

Date	Communication	Note
13 January 2023 18 January 2023 23 January 2023 24 January 2023	ACCR emails to Woodside Investor Relations (IR) seeking meetings with the company in advance of 2022 Climate Report and 2023 AGM.	Brief response from Woodside provided on the 18th, requesting to delay any conversations for a week.
27 January 2023	ACCR spoke to Woodside IR by phone seeking a meeting with Woodside climate change team and the directors facing re-election at 2023 AGM. Woodside offered a meeting with its IR and VP Climate Change.	
6 February 2023	ACCR issued formal letter to Woodside: <ul style="list-style-type: none"> - accepting the offer to meet IR and VP Climate Change; - advising the company of ACCR's intention to file a members' statement and asking for clarification on the deadline for filing the members' statements to be given by no later than 10 February 2023; and - requesting meetings with the directors up for re-election at the 2023 AGM. 	
10 February 2023	Woodside emailed ACCR: <ul style="list-style-type: none"> - agreeing to schedule the meeting with IR and VP Climate Change; - declining the request to meet directors, (without providing an explanation); and - advising Woodside will leave it to ACCR to determine the timing for filing members' statements. 	
10 February 2023	ACCR emailed a reply to Woodside, advising of ACCR's disappointment about	No response from Woodside

	<p>the inability to meet Woodside directors, as well as Woodside’s response to our request for clarity on the timeframe for filing the members’ statement. See extract below:</p> <p>“As you will be aware, s249P(7) of the Act provides, in relation to members’ statements, that “the company is responsible for the cost of making the distribution if the company receives the statement in time to send it out to members with the notice of meeting.” Woodside is the only party with knowledge of the layout and issuing timeframes for its notice of AGM. We are surprised and disappointed that Woodside would make shareholders guess as to these timeframes, in relation to the exercise of rights enjoyed by shareholders under the Act.</p> <p>“You can expect from us statements of up to 3000 words in total. We trust that you will reserve this space in your notice of meeting, and that you will inform us of the deadline at least 14 calendar days out from it.”</p>	
16 February 2023	Email from Woodside IR with expectation that ACCR Executive Director is in attendance at the meeting scheduled on 20 February	ACCR accommodated this request
20 February 2023	<p>ACCR meeting with Woodside IR and VP climate change in which Woodside advised that the members’ statements needed to be received by 27 February, the day that the 2022 Climate Report was to be published.</p> <p>ACCR advised that this timing was unreasonable since the content of the climate report would influence ACCR’s decision whether to proceed with the filing.</p>	
20 February 2023	<p>ACCR issued a formal letter to Woodside’s Company Secretary, in which we highlighted that we had been seeking clarification of the deadline for filing members’ statements since 6 February, only to be advised on 20 February that they were due on 27 February.</p> <p>We expressed our concern that this delay in advising of a tight timeframe, along with the due date clashing with the publication of the climate change report, was</p>	

	limiting the ability for shareholders to exercise their lawful rights	
23 February 2023	Woodside replied by email, advising that the statements needed to be received at least 2 business days before 6 March.	
23 February 2023	ACCR emailed in reply, seeking confirmation that the statements needed to be received by 5pm WST on 2 March.	No response from Woodside
2 March 2023	ACCR filed documentation to Woodside with the members' statements, stating; "We trust that you will work with us to clarify any details as necessary. We look forward to your confirmation of receipt and of the validity of the request."	No response from Woodside
6 March 2023	ACCR emailed Woodside stating; "we would appreciate confirmation asap that you received our email on 2 March, along with confirmation of the validity of the filing."	No response from Woodside
14 March 2023	Woodside emailed advising that the statements will not be included in the Notice of Meeting as they "do not meet the corporations act requirements".	
14 March 2023	ACCR replied, urgently requesting that Woodside provide particulars and further detail on the company's legal basis for the exclusion of the statements, by midday 15 March.	
16 March 2023	At 9:30pm AEDT, Woodside emailed to advise it was reviewing ACCR's email and will revert soon.	
20 March 2023	Woodside Notice of Meeting published with below statement.	

	<p>Other statements received</p> <p>Woodside is committed to maintaining high standards of corporate governance in its communications with shareholders and proceedings at its Annual General Meeting.</p> <p>Woodside acknowledges receipt of additional members' statements in relation to Items 2(a) - (c) from the Australasian Centre for Corporate Responsibility (ACCR). These statements did not meet the requirements for a valid members' statement prescribed by the Corporations Act and, therefore, have not been included in this Notice of Annual General Meeting. This is an issue which has been raised with ACCR in the context of requisitions for previous Annual General Meetings.</p> <p>If shareholders are interested in the members' statements provided by ACCR, Woodside refers shareholders to ACCR's website at https://www.accr.org.au/news/members%E2%80%99-statements-relating-to-the-re-election-of-directors-to-the-woodside-energy-board/. Please note, Woodside is providing shareholders with the means to access the members' statements for ease of reference but the Board and Woodside do not endorse the contents of those statements, nor are the Board or Woodside responsible for the contents of the statement or for any inaccurate or misleading statements contained in them.</p>	
<p>20 March 2023</p>	<p>At 9:30pm, after the publication of the notice of meeting, Woodside emailed ACCR with further information on its rationale for exclusion of the statements. In summary, Woodside claimed that a substantial portion of the agency agreements in question "relate to incorrect entities and not to Woodside Energy Group Ltd..."</p> <p>Upon review, ACCR remains confident that there is no ambiguity as to the identity of Woodside Energy Group Ltd in the agency agreements filed with our request and that our filing is compliant with section 249P of the Corporations Act.</p> <p>By way of background:</p> <ol style="list-style-type: none"> 1. The shareholder agency agreements accompanying the requested members' statements operate to confer on ACCR the shareholder party's authority to exercise certain rights on behalf of the shareholder, including making requests under s.249P <i>Corporations Act</i>. 2. In May 2022 Woodside changed its own name from "Woodside Petroleum Ltd" to "Woodside Energy Group Ltd"; and 3. Some of the agency agreements filed by ACCR refer to Woodside by its former name, and some by its new name. 	

Under the agency agreement the shareholder party confirms their ownership of “at least one share in the following ASX listed entities: ...”

The quoted chapeau “the following ASX listed entities” puts beyond doubt that the Woodside entity mentioned is an ASX-listed entity bearing the name Woodside, of which there is only one: currently known as Woodside Energy Group Ltd.

That is to say, ACCR remains validly authorised by over 100 shareholders to file the request to Woodside in accordance with the requirements of s.249P *Corporations Act*.

