

Woodside to Acquire OCI'S Clean Ammonia Project

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- World's first ammonia plant paired with auto thermal reforming with 95%+ CO₂ capture
- Provides early-mover advantage in growing lower carbon ammonia market¹
- Exceeds capital allocation target of 10% internal rate of return²
- Free cash flow accretive from 2026 and earnings per share accretive from 2027
- Capacity to abate 3.2 Mtpa CO₂-e at full development; over 60% of Woodside's Scope 3 abatement target³

Woodside has entered into a binding agreement to acquire 100% of OCI Clean Ammonia Holding B.V., and its lower carbon ammonia project in Beaumont, Texas (Project) for an all-cash consideration of approximately \$2,350 million. The Project is under construction and targets production of first ammonia from 2025 and lower carbon ammonia from 2026. The consideration is inclusive of capital expenditure through completion of the first phase (Phase 1).

Woodside CEO Meg O'Neill said the acquisition supports Woodside's strategy to thrive through the energy transition.

"This transaction positions Woodside in the growing lower carbon ammonia market. The potential applications for lower carbon ammonia are in power generation, marine fuels and as an industrial feedstock, as it displaces higher-emitting fuels.

"Global ammonia demand is forecast to double by 2050, with lower carbon ammonia making up nearly two-thirds of total demand.⁴

"This Project exceeds our capital allocation framework targets for new energy projects. Both phases are expected to achieve an internal rate of return above 10 percent and payback of less than 10 years.

"This acquisition is a material step towards delivering our Scope 3 investment and abatement targets. Phase 1 has the capacity to abate 1.6 Mtpa of CO₂-e and with the addition of Phase 2 the Project has the capacity to abate 3.2 Mtpa CO₂-e, or over 60 percent of our Scope 3 abatement target."

OCI Clean Ammonia Project

The Project is located on the US Gulf Coast (Beaumont, Texas) and can serve customers domestically and internationally. Phase 1 has a design capacity of 1.1 Mtpa and is under construction. First ammonia production, derived from natural gas, is targeted for 2025. Lower carbon ammonia production, derived from natural gas paired with carbon sequestration, is targeted for 2026 following commencement of CCS operations.⁵

Agreements for the feedstock and CCS capacity are in place. The nitrogen and lower carbon hydrogen feedstock will be sourced primarily from Linde. The Linde feedstock facility is currently under construction, targeting completion in early 2026. Ahead of completion, early supply of feedstock for the Project will come from multiple suppliers, including Linde, from available capacity in the Gulf Coast.

The CCS services will be provided to Linde by ExxonMobil and are expected to be available in 2026.

The Project will target conventional ammonia customers at start-up and will target lower carbon ammonia

customers in Europe and Asia when CCS is operational.

The facility is designed to accommodate a second 1.1 Mtpa production train (Phase 2). Phase 2 remains pre-final investment decision (FID). Woodside will target FID-readiness for Phase 2 in 2026 with an expected gross capital expenditure range of \$1.2 - 1.4 billion.

The Project's competitive advantages include:

- World's first ammonia plant paired with auto thermal reforming with 95%+ CO₂ capture. This results in an emissions intensity of 0.8 tCO₂-e/t NH₃ relative to an unabated ammonia emissions intensity of 2.3 tCO₂-e/t NH₃;⁶
- Early-mover advantage in the growing lower carbon ammonia market;
- Utilises proven ammonia synthesis design incorporating learnings from OCI's other operational sites;
- Advantaged location on the US Gulf Coast with access to multiple sources of feedstock and a deepwater port for international export;
- Capital efficient business model leveraging third-party feedstocks for hydrogen paired with CCS, and nitrogen;
- Gross equity Scope 1 and 2 emissions of less than 0.1 Mtpa CO₂-e, with potential to further lower emissions with renewable power;
- Advantaged transaction terms that reduce project cost and schedule risk; and
- Scalability for a second train in Phase 2, with economics that benefit from common infrastructure installed during Phase 1.

Returns

Phase 1 is expected to exceed Woodside's capital allocation target of a 10% internal rate of return (IRR) for new energy projects, including acquisition and construction costs. It is also expected to achieve payback in less than 10 years. Phase 2 is expected to achieve improved returns leveraging common infrastructure.

The Project returns benefit from:

- Lower cost - the Project was an early mover and secured attractive feedstock supply and CCS services;
- High-confidence project cost - advantaged transaction terms reduce the project cost and schedule risk;
- Property tax abatements - the Project has secured local tax abatement agreements;
- Regulatory incentives - the Project is positioned to deliver to markets in Europe and Asia which are incentivised to source lower carbon ammonia; and
- Scalability - a future Phase 2 development that benefits from common infrastructure installed in Phase 1.

Forecast IRR and payback period are a look forward from July 2024 and assume Woodside equity of 100% and include the acquisition price. Lower carbon ammonia price assumes an uplift to Woodside's internal unabated ammonia cost assumption. In 2025 the uplift is \$0/t increasing to ~\$120/t in 2034 (real terms 2024) aligned with the phase-in of the EU carbon border adjustment mechanism (CBAM). Payback period is calculated from undiscounted cash flows from ready for start up (RFSU).

Ammonia market

Lower carbon ammonia demand is forecast to grow through the energy transition. The current ammonia market is nearly 200 Mtpa, of which approximately 80% is used for fertiliser applications with the remainder used for various industrial applications. Lower carbon ammonia demand will be driven by the decarbonisation of traditional end-use sectors and emerging applications in marine fuels, power generation and as a hydrogen carrier.⁷

Europe and Asia are forecast to be the largest demand centres for lower carbon hydrogen and ammonia driven by supportive policies. The EU CBAM imposes a levy on imports of carbon intensive goods based on carbon intensity. This results in a carbon tax saving for lower carbon ammonia relative to unabated ammonia. In Japan and South Korea, demand is expected to be driven by supportive 'contract for difference' subsidy schemes, which aim to cover the difference between the prices of lower carbon fuels and

conventional fossil fuels. The Project's designed carbon intensity is expected to qualify for these schemes.

Transaction details

Under the transaction, Woodside will acquire 100% of the equity of OCI Clean Ammonia Holding B.V., which indirectly wholly owns the Project, from OCI N.V. (together with its affiliates: "OCI").

The Project is subject to cost, schedule and performance guarantees from OCI. This means that OCI will manage the construction of the Project through provisional acceptance, will fund Project costs through Project completion and has agreed to liquidated damages for certain delays, reducing cost and schedule risk.

The transaction includes the transfer of experienced personnel with start-up, operational, maintenance and technical capabilities for the operation of the asset.

The transaction is targeted to complete in the second half of the 2024 and is subject to OCI N.V.'s shareholder vote and satisfaction of customary conditions precedent.

About Woodside

Woodside is a global energy company, providing reliable and affordable energy to help people lead better lives. Woodside led the development of the LNG industry in Australia. With a focused portfolio, Woodside is recognised for its world-class capabilities as an integrated upstream supplier of energy. Woodside's proven track record and distinctive capabilities are underpinned by 70 years of experience.

About OCI N.V.

OCI N.V. operates as a producer and distributor of natural gas-based fertilisers and industrial chemicals. OCI N.V. produces nitrogen fertilisers, methanol, and other natural gas based chemical products, serving agricultural and industrial clients globally.

Teleconference

A conference call providing an overview of the transaction with a question and answer session will be hosted by Woodside CEO and Managing Director Meg O'Neill on Monday, 5 August 2024 at

17:30 AEST/15:30 AWST/02:30 CDT.

We recommend participants pre-register five to 10 minutes prior to the event with one of the following links:

- <https://webcast.openbriefing.com/wds-ic-2024/> to listen to a live stream of the question and answer session
- <https://s1.c-conf.com/diamondpass/10041112-hfg789.html> to participate in the question and answer session. Following pre-registration, participants will receive the teleconference details and a unique access passcode.

An investor presentation follows this announcement and will be referred to during the conference call. It will also be made available on the Woodside website (www.woodside.com) and has today been submitted to the FCA National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

A copy of the transcript of the conference call will also be submitted to the National Storage Mechanism and will be available for inspection at the web address set out above following the conclusion of the conference

call.

This announcement was approved and authorised for release by Woodside's Disclosure Committee.

Definitions

Woodside uses "lower carbon" to describe the characteristic of having lower levels of associated potential greenhouse gas (GHG) emissions when compared to historical and/or current conventions or analogues, for example relating to an otherwise similar resource, process, production facility, product or service, or activity.

Announcement contains inside information

This announcement contains inside information. Marcela Louzada, Vice President Investor Relations, is responsible for release of this announcement.

No offer or solicitation

This announcement is not intended to and does not constitute, form part of, or contain an offer or invitation to sell to Woodside shareholders (or any other person), or a solicitation of an offer from Woodside shareholders (or any other person), or a solicitation of any vote or approval from Woodside shareholders (or any other person) in any jurisdiction.

Forward-looking statements

This announcement contains forward-looking statements with respect to Woodside's business and operations, market conditions, results of operations and financial condition, including, for example, but not limited to, statements regarding Woodside's proposed acquisition of OCI Clean Ammonia Holding B.V., the development, completion and execution of Woodside's projects, expectations regarding future capital expenditures, future results of projects, operating activities, new energy products, expectations and plans for renewables production capacity and investments in, and development of, renewables projects, expectations and guidance with respect to production, investment expenditure, and expectations regarding the achievement of Woodside's net equity Scope 1 and 2 greenhouse gas emissions targets and Scope 3 investment and abatement targets. All statements, other than statements of historical or present facts, are forward-looking statements and generally may be identified by the use of forward-looking words such as 'pathway', 'guidance', 'foresee', 'likely', 'potential', 'anticipate', 'believe', 'aim', 'estimate', 'expect', 'intend', 'may', 'target', 'plan', 'strategy', 'forecast', 'outlook', 'project', 'schedule', 'will', 'should', 'seek' and other similar words or expressions. Similarly, statements that describe the objectives, plans, goals or expectations of Woodside are forward-looking statements.

Forward-looking statements in this announcement are not guidance, forecasts, guarantees or predictions of future events or performance, but are in the nature of future expectations that are based on management's current expectations and assumptions. Those statements and any assumptions on which they are based are subject to change without notice and are subject to inherent known and unknown risks, uncertainties, assumptions and other factors, many of which are beyond the control of Woodside, its related bodies corporate and their respective beneficiaries. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, the occurrence, or failure or certain events to occur, the potential that the expected benefits and opportunities of the acquisition, if completed, may not be realised or may take longer to realise than expected; challenges inherent in the development of ammonia facilities, fluctuations in commodity prices, actual demand for Woodside products, currency fluctuations, geotechnical factors, drilling and production results, gas commercialisation, development progress, operating results, engineering estimates, reserve and resource estimates, loss of market, industry competition, environmental risks, climate related risks, physical risks, legislative, fiscal and regulatory developments, changes in accounting standards, economic and financial markets conditions in various countries and regions, political risks, project delay or advancement, regulatory approvals, the impact of armed conflict and political instability (such as the ongoing conflicts in Ukraine or the Middle East) on economic activity and ammonia, hydrogen and oil and gas supply and demand, cost estimates, and the effect of future regulatory or legislative actions on Woodside or the industries in which it operates, including potential changes to tax laws, and the impact of general economic conditions, inflationary conditions,

prevailing exchange rates and interest rates and conditions in financial markets.

A more detailed summary of the key risks relating to Woodside and its business can be found in the "Risk" section of Woodside's most recent Annual Report released to the Australian Securities Exchange and the London Stock Exchange and in Woodside's most recent Annual Report on Form 20-F filed with the United States Securities and Exchange Commission (SEC) and available on the Woodside website at <https://www.woodside.com/investors/reports-investor-briefings>. You should review and have regard to these risks when considering the information contained in this announcement.

Investors are strongly cautioned not to place undue reliance on any forward-looking statements. Actual results or performance may vary materially from those expressed in, or implied by, any forward-looking statements. Except as required by law, Woodside expressly disclaims any intention or obligation to revise or update any forward-looking statements whether as a result of new information, future events or otherwise. Woodside has not and does not intend to independently verify third-party data contained in this announcement or used in the estimates and assumptions necessary to the matters discussed in this announcement.

Climate strategy and emissions data

All greenhouse gas emissions data in this announcement are estimates, due to the inherent uncertainty and limitations in measuring or quantifying greenhouse gas emissions, and our methodologies for measuring or quantifying greenhouse gas emissions may evolve as best practices continue to develop and data quality and quantity continue to improve.

Woodside "greenhouse gas" or "emissions" information reported are net equity Scope 1 greenhouse gas emissions, Scope 2 greenhouse gas emissions, and/or Scope 3 greenhouse gas emissions, unless otherwise stated.

For more information on Woodside's climate strategy and performance, including further details regarding Woodside's targets, aspirations and goals and the underlying methodology, judgements, assumptions and contingencies, refer to Woodside's Climate Transition Action Plan 2023 and Progress Report (CTAP) available on the Woodside website at <https://www.woodside.com/sustainability/climate-change>.

The glossary and footnotes in the presentation titled "Woodside to acquire OCI's Clean Ammonia Project" provide clarification regarding the use of terms such as "lower carbon" and "lower carbon ammonia" in this announcement. A full glossary of terms used in connection with Woodside's climate strategy is contained in the CTAP.

Additionally, the developments of environmental and climate change-related issues in this announcement are based on various frameworks and the interests of various stakeholders that are subject to evolve independently of our will. Moreover, our disclosures on such issues, including climate-related disclosures, may include information that is not necessarily "material" under US securities laws for SEC reporting purposes or under applicable securities law.

Woodside's Scope 3 investment target is to invest \$5 billion in new energy products and lower carbon services by 2030. It includes pre-RFSU spend on new energy products and lower carbon services that can help our customers decarbonise by using these products and services. It is not used to fund reductions of Woodside's net equity Scope 1 and 2 emissions which are managed separately through asset decarbonisation plans.

Woodside's Scope 3 emissions abatement target is to take FID on new energy products and lower carbon services by 2030, with total abatement capacity of 5 Mtpa CO₂-e. It includes binding and non-binding opportunities in the portfolio, subject to commercial arrangements, commercial feasibility, regulatory and joint venture approvals, and third party activities (which may or may not proceed). Individual investment decisions are subject to Woodside's investment targets. Not guidance.

Scope 3 targets are subject to commercial arrangements, commercial feasibility, regulatory and joint venture

approvals, and third party activities (which may or may not proceed). Individual investment decisions are subject to Woodside's investment targets. Not guidance. It potentially includes both organic and inorganic investment. For further information on Woodside's Scope 3 targets refer to pages 7 and 34 of the CTAP.

¹ See disclaimer for information on "lower carbon ammonia".

² Refer to "Returns" section for assumptions.

³ Phase 1 emissions abatement capacity of 1.6 Mtpa CO₂-e conditional on supply of carbon abated hydrogen and ExxonMobil's CCS facility becoming operational. Woodside will market ammonia volumes into the global ammonia market, which in 2023 represented ~200 Mtpa. Phase 2 subject to FID. Woodside has made the assumption to estimate avoided emissions through displacement of conventional marine fuel. Actual displaced emissions may differ based on actual use case.

⁴ Source: Wood Mackenzie Global Ammonia Strategic Planning Outlook 2024, published 31 May 2024.

⁵ The supply of carbon abated hydrogen is dependent on ExxonMobil's CCS facility becoming operational.

⁶ EU proposed standards calculation method for carbon intensity.

⁷ Source: Wood Mackenzie Global Ammonia Strategic Planning Outlook 2024, published 31 May 2024.

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