

# North West Shelf Project Ring-Fencing Protocol (Protocol)

## 1 Purpose

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Each Seller acknowledges that Marketing Information must be ring-fenced from Rival Projects and, without prejudice to any other internal procedures each Seller is required to adhere to, will implement and comply with the ring-fencing procedures set out in this Protocol.

## 2 Definitions

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In this Protocol, unless the context otherwise requires:

<b>Term</b>	<b>Meaning</b>
<b>DGJV</b>	the Domgas Joint Venture, created for the production of up to 5064 PJ of Natural Gas from the Project Area and its transportation to shore to be processed as Domestic Gas.  The DGJV participants are: <ul style="list-style-type: none"><li>• Woodside</li><li>• BP</li><li>• Chevron</li><li>• Shell</li><li>• BHP Billiton</li></ul>
<b>Domestic Gas</b>	Natural Gas derived from the Project Area of a quality suitable for delivery to customers in Western Australia through Natural Gas pipelines.
<b>Domgas Project</b>	the production of Natural Gas from the Project Area and transportation to shore for processing as Domestic Gas by the DGJV or IPGJV.
<b>IPGJV</b>	the Incremental Pipeline Joint Venture, created for the production of Natural Gas from the Project Area and its transportation to shore to be processed as Domestic Gas.  The IPGJV participants are: <ul style="list-style-type: none"><li>• Woodside</li><li>• BP</li></ul>

Term	Meaning
	<ul style="list-style-type: none"> <li>• Chevron</li> <li>• Shell</li> <li>• BHP Billiton</li> <li>• Japan Australia LNG (<b>MIMI</b>)</li> </ul>
<b>Marketing Information</b>	<p>information provided by or relating to a customer or a prospective customer of the Domgas Project that is of a commercially sensitive nature and relevant to the supply or potential supply of Domestic Gas from the Domgas Project, including information:</p> <ol style="list-style-type: none"> <li>1 which, where provided by a customer or a prospective customer is identified or otherwise considered by the same as confidential;</li> <li>2 which, where relating to a customer or a prospective customer, but provided by a person other than a customer or prospective customer, is identified or otherwise considered by the provider to be confidential;</li> <li>3 relating to the financial position of a customer or a prospective customer and, in particular includes information relating to its or their assets and liabilities and any other material that affects or may affect its or their financial position or reputation;</li> <li>4 relating to pricing, price structure, price formulas and price reviews;</li> <li>5 relating to volumes;</li> <li>6 relating to delivery points or demand;</li> <li>7 relating to a customer's or a prospective customer's proprietary strategies and business plans;</li> <li>8 relating to a customer's or prospective customer's own customers, suppliers and transporters that has actual or potential commercial value; or</li> <li>9 other similar information that has actual or potential commercial value,</li> </ol> <p>but does not include information that is in, or comes into, the public domain or which was created, calculated or ascertained from information in the public domain.</p>
<b>Natural Gas</b>	<p>a naturally occurring mixture of one or more hydrocarbons which normally exist as a gaseous state at 101.325kPa and at a temperature of 15 degrees Celsius and can include one or more of hydrogen sulphide, sulphide, nitrogen, helium, carbon dioxide and other gases.</p>
<b>NWSG</b>	<p>North West Shelf Gas Pty Ltd.</p>
<b>NWSG Staff</b>	<p>all employees, consultants, independent contractors or agents of NWSG (including any employees, consultants, independent contractors or agents of the Sellers on secondment to NWSG for any period of time) directly involved, on a day-to-day basis, in sales,</p>

Term	Meaning
	sales promotion and negotiations (whether or not they are also involved in other functions) for the Domgas Project.
<b>NWS Marketing Staff</b>	<p>the NWSG Staff and the Sellers' Marketing Staff and any other employees, consultants, independent contractors or agents directly involved, on a day-to-day basis, in sales, sales promotion and negotiations (whether or not they are also involved in other functions) for the Domgas Project but does not include employees, consultants, independent contractors or agents involved in:</p> <ul style="list-style-type: none"> <li>• strategic decision making and general stewardship, including the executive officer or officers to whom NWSG Staff or Sellers' Marketing Staff report either directly or indirectly; or</li> <li>• technical, administrative, accounting, legal, analysts or service functions that are incidental to the Domgas Project.</li> </ul>
<b>Project Area</b>	<p>the area covered by the following petroleum titles for which the Sellers hold proportionate interests: WA-28-P, WA-1-L, WA-2-L, WA-3-L, WA-4-L, WA-5-L, WA-6-L, WA-9-L, WA-11-L, WA-16-L, WA-23-L, WA-24-L, WA-30-L, WA-7-R, WA-9-R and WA-10-R.</p> <p>as well as any extensions, substitution, variations or renewals of those petroleum titles and any other petroleum titles agreed by the Sellers and notified to NWSG.</p>
<b>Related Body Corporate</b>	in relation to each Seller, a corporation that is deemed to be related to it pursuant to section 50 of the <i>Corporations Act 2001</i> (Cth).
<b>Rival Project</b>	a project or business, other than the Domgas Project, engaged in the marketing or sale of pipeline Natural Gas in the Western Australian domestic market and in which a Seller or its Related Body Corporate has or gains an interest.
<b>Rival Project Marketing Staff</b>	<p>any employees, consultants, independent contractors or agents of a Seller directly involved, on a day-to-day basis, in sales, sales promotion and negotiations (whether or not they are also involved in other functions) for a Rival Project but does not include employees, consultants, independent contractors or agents involved in:</p> <ul style="list-style-type: none"> <li>• strategic decision making and general stewardship, including the executive officer or officers to whom Rival Project Marketing Staff report either directly or indirectly; or</li> <li>• technical, administrative, accounting, legal, analysts or service functions that are incidental to the Rival Project.</li> </ul>
<b>Seller</b>	as the context requires, any participant of the DGJV or IPGJV and their successors or assigns.
<b>Sellers' Marketing</b>	the commercial representative(s) appointed by each Seller to liaise

Term	Meaning
<b>Staff</b>	<p>with the NWSG Staff in relation to the performance of the Services and the approval, execution and administration of Domestic Gas sales agreements, and any other employees, consultants, independent contractors or agents directly involved, on a day-to-day basis, in sales, sales promotion and negotiations (whether or not they are also involved in other functions) for the Domgas Project but does not include employees, consultants, independent contractors or agents involved in:</p> <ul style="list-style-type: none"> <li>• strategic decision making and general stewardship, including the executive officer or officers to whom Sellers' Marketing Staff report either directly or indirectly; or</li> <li>• technical, administrative, accounting, legal, analysts or service functions that are incidental to the Domgas Project.</li> </ul>
<b>Services</b>	<p>the services to be provided by NWSG to or for each Seller relating to the marketing of Domestic Gas and the administration of Domestic Gas sales agreements entered into by each Seller.</p>

### 3 Ring-Fencing: Rival projects

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- (a) Subject to paragraphs 3(b) and 3(c) if a Seller (or its Related Body Corporate) has or gains an interest in a Rival Project, it must ensure that:
- (1) NWS Marketing Staff are not also directly involved in sales, sales promotion or negotiations for a Rival Project;
  - (2) Marketing Information does not pass to Rival Project Marketing Staff; and
  - (3) Marketing Information<sup>1</sup> from such a Rival Project does not pass to the NWS Marketing Staff.
- (b) A Seller receiving Marketing Information may disclose it to its directors, officers, employees, contractors, consultants or advisors engaged in a Rival Project (other than Rival Project Marketing Staff), or to the directors, officers, employees, contractors, consultants or advisors of a Related Body Corporate engaged in a Rival Project (other than Rival Project Marketing Staff) where disclosure is made for a purpose agreed to by a customer or a prospective customer providing such Marketing Information.
- (c) A Seller or NWSG Staff may disclose Marketing Information to any employees consultants, independent contractors or agents of a Seller involved in strategic decision making or general stewardship, including the executive officer or officers to whom Sellers' Marketing Staff or NWSG Staff report either directly or indirectly, provided that those persons ensure that they do not pass the Marketing Information to Rival Project Marketing Staff.

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<sup>1</sup> In clause 3(a)(3) the definition of Marketing Information must be read in the context of the relevant Rival Project rather than the Domgas Project.

## 4 Ring-Fencing: Sellers' Marketing Staff

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If a Seller (or its Related Body Corporate) has or gains an interest in a Rival Project:

- (a) Sellers' Marketing Staff must ensure that Marketing Information is:
- (1) not disseminated on their employer's intranet or included in broadcast emails;
  - (2) not passed on to Rival Project Marketing Staff;
  - (3) if in electronic form, stored in password protected folders on a clearly identified segregated directory, or in another secure way, with controls in place to limit access to that data or information;
  - (4) printed to a dedicated printer or by use of secure printing requiring a pin number to collect the documents; and
  - (5) if in hardcopy form, stored in secure cabinets.
- (b) Sellers' Marketing Staff will:
- (1) if possible, and where practical, be located in offices which must be locked when vacated;
  - (2) while directly involved in sales, sales promotion and negotiations for the Domgas Project, be separated from Rival Project Marketing Staff;
  - (3) attend annual compliance training on competition law;
  - (4) be made aware of their obligations under this Protocol; and
  - (5) if they are to be transferred to perform work duties in connection with a Rival Project:
    - be counselled as to the confidentiality of the Marketing Information; and
    - not undertake, on a day-to-day basis, marketing activities for the Rival Project for a 12 month period after ceasing work for the Domgas Project providing this period may be reduced on a case by case basis where there are mitigating circumstances and the reduction in the period would not be inconsistent with the purpose of this Protocol.

## 5 Ring Fencing: NWSG Staff

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- (a) NWSG Staff will:
- (1) be located in separate offices from Rival Project Marketing Staff;
  - (2) attend annual compliance training on competition law;
  - (3) be made aware of their obligations under this Protocol;

- (4) if they are to be transferred or otherwise employed or engaged to perform work duties in connection with a Rival Project;
- be counselled as to the confidentiality of the Marketing Information; and
  - not undertake, on a day-to-day basis, marketing activities for the Rival project for a 12 month period after ceasing work for, including work conducted on a secondment basis, NWSG providing this period may be reduced on a case by case basis where there are mitigating circumstances and the reduction in the period would not be inconsistent with the purpose of this Protocol.