

26 November 2013

The Manager Companies
Australian Securities Exchange Limited
Company Announcements Office
Level 4 20 Bridge Street
SYDNEY NSW 2000

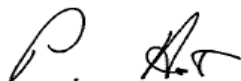
Dear Sir/Madam

**RE: Woolworths Limited – 2013 Annual General Meeting
Listing Rule 3.13.2 and Sections 251AA(1) and (2) of the Corporations Act**

For the purpose of Listing Rule 3.13.2 and Sections 251AA(1) and (2) of the Corporations Act, I advise that:

- At the Annual General Meeting of Shareholders held today, Resolutions 2(a) and 2(b), 3, 4(a) and 5 were passed on a poll with the requisite majority of votes. These results reflect the recommendations of the directors as set out in the Notice of Meeting. Resolution 4(b) was withdrawn from consideration at the meeting due to the announcement of Mr Tom Pockett's retirement from the Board.
- For each of the Ordinary Resolutions as set out in the Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed are disclosed in Attachment "A" and the total number of votes cast on the poll in favour of the resolution, against the resolution, open and abstaining on the resolution are disclosed in Attachment "B" with the exception of Resolution 4(b) as noted above.

**For and on behalf of
WOOLWORTHS LIMITED**



PETER J HORTON
Group General Counsel and Company Secretary

WOOLWORTHS LIMITED

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ABN: 88000014675

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2013 - Annual General Meeting - 169468A (26/11/2013)
Vote Totals - Based on the first resolution

Securities On Issue	1,254,416,497
Valid Securities Voted - (For, Against, Open Usable, Open Conditional)	552,197,016
Valid Securities Voted (%)	44.02
Total Securityholders Cast	22,297

Vote Details

Resolution	Vote type	Voted	%	% of all securities
2A, RE-ELECT MS HRDLICKA	For	520,213,154	94.21	41.47
	Against	13,634,461	2.47	1.09
	Open-Usable	18,349,401	3.32	1.46
	<i>Board</i>	11,603,050	2.10	0.92
	<i>Non-Board</i>	6,746,351	1.22	0.54
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	3,650,761	N/A	0.29
	Excluded	0	N/A	0.00
2B, RE-ELECT MR MACFARLANE	For	530,484,140	96.04	42.29
	Against	3,538,027	0.64	0.28
	Open-Usable	18,322,821	3.32	1.46
	<i>Board</i>	11,578,185	2.10	0.92
	<i>Non-Board</i>	6,744,636	1.22	0.54
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	3,488,091	N/A	0.28
	Excluded	0	N/A	0.00
3, APPROVE LTIP	For	515,440,251	93.45	41.09
	Against	18,091,782	3.28	1.44
	Open-Usable	18,044,563	3.27	1.44
	<i>Board</i>	11,371,370	2.06	0.91
	<i>Non-Board</i>	6,673,193	1.21	0.53
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	2,314,822	N/A	0.18
	Excluded	1,959,008	N/A	0.16
4A, LTIP - GRANT O'BRIEN	For	515,036,093	93.42	41.06
	Against	18,304,654	3.32	1.46
	Open-Usable	17,950,809	3.26	1.43
	<i>Board</i>	11,295,537	2.05	0.90
	<i>Non-Board</i>	6,655,272	1.21	0.53
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	2,612,814	N/A	0.21
	Excluded	1,959,008	N/A	0.16
4B, LTIP - TOM POCKETT	For	514,918,924	93.41	41.05
	Against	18,382,474	3.33	1.47
	Open-Usable	17,966,242	3.26	1.43
	<i>Board</i>	11,311,671	2.05	0.90
	<i>Non-Board</i>	6,654,571	1.21	0.53
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	2,638,463	N/A	0.21
	Excluded	1,959,008	N/A	0.16

Please note: The figures above are subject to audit, and should be considered interim until after the voting entitlement snapshot, and confirmation email is provided indicating the figures are now to be regarded as final.

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Resolution	Vote type	Voted	%	% of all securities
5, REMUNERATION REPORT	For	518,877,699	94.43	41.36
	Against	12,600,906	2.29	1.00
	Open-Usable	18,020,060	3.28	1.44
	<i>Board</i>	11,376,049	2.07	0.91
	<i>Non-Board</i>	6,644,011	1.21	0.53
	Open-Cond	0	0.00	0.00
	Open Unusable	0	N/A	0.00
	Abstain	4,399,792	N/A	0.35
Excluded	1,959,008	N/A	0.16	

Source of Vote

	Keyed	Scanned	Intermediary Online	InvestorVote Desktop	InvestorVote Mobile	Other
Votes	190,641,375	34,208,303	308,189,230	22,377,352	723,169	0
Securityholders	1,195	15,892	12	4,700	498	0

Please note: The figures above are subject to audit, and should be considered interim until after the voting entitlement snapshot, and confirmation email is provided indicating the figures are now to be regarded as final.

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FOR

A direction to the proxyholder to vote 'For' the resolution(s).

AGAINST

A direction to the proxyholder to vote 'Against' the resolution(s).

OPEN – USABLE

Undirected open votes given to a nominated proxyholder to vote as the proxyholder thinks fit in respect to a resolution where there is no Voting Exclusion on the resolution, or where there is a Voting Exclusion and the Chairman's Voting Instruction Box has been marked.

OPEN – CONDITIONAL

The Open-Conditional votes may eventuate from one of the following situations:

Situation 1

Undirected open votes given to a nominated proxyholder (other than the Chairman of the Meeting) in respect to a resolution, where there is a Voting Exclusion on a resolution and the Chairman's Voting Instruction Box has not been marked – votes in this category held by the proxyholder can only be voted by the proxyholder. If the proxyholder does not attend the meeting the votes cannot be given to the Chairman of the Meeting by way of the 'or Failing' clause on the Proxy Form. This differs from Open-Usable votes that do fail to the Chairman of the Meeting if the nominated proxyholder does not attend the meeting (as set out in Situation 2).

Situation 2

Undirected open votes given to a nominated proxyholder who is personally subject to the Voting Exclusion on the resolution and the Chairman's Voting Instruction box has been marked, such that, if the nominated person (who cannot vote the open votes) does not attend the meeting, the votes are given to the Chairman of the Meeting by reason of the 'or Failing' clause and those votes can be voted by the Chairman of the Meeting as outlined in the clause. If however, the proxyholder attends the meeting the open votes cannot be voted.

Situation 3

The conditionality also recognises undirected open votes given to a nominated proxyholder who is personally subject to a voting exclusion in relation to the remuneration report or remuneration related resolution(s) where the resolution(s) is not covered by the Chairman's Voting Instruction Box. If the proxyholder does not attend the meeting, the votes are given to the Chairman of the Meeting by reason of the 'or Failing' clause and those votes can be voted by the Chairman of the Meeting as outlined in the clause. If however, the proxyholder attends the meeting the open votes cannot be voted.

OPEN – UNUSABLE

An undirected open vote given to the Chairman of the Meeting when the Chairman's voting instruction box has not been ticked. This category also includes votes when a nominated proxyholder who is personally subject to a voting exclusion has been appointed and the Chairman's Voting Instruction Box has not been marked.

ABSTAIN

A direction to the proxyholder to abstain from voting on the resolution(s). These votes will not be counted in the final result of polling on the resolution(s).

EXCLUDED

Votes of holders who have appointed a proxy where the holder is prohibited from voting on a resolution due to a Voting Exclusion that may apply either to the registered holder or to a class of holders. If the excluded holders are identified by registered name and address (or a class of holding) they can be 'marked' in the voting file as being excluded from voting on the resolution(s) and their votes in respect to those resolution(s) will be classified as 'Excluded'.



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26 November 2013

The Chairman
Woolworths Limited
1 Woolworths Way,
Bella Vista NSW 2153

Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motions set out below at the Annual General Meeting of the Members of Woolworths Limited held at The Concourse, 409 Victoria Avenue, Chatswood. NSW on 26 November 2013 at 10:30 AM, report as follows:

2A) RESOLUTION 2A - ELECTION OF DIRECTORS CARLA (JAYNE) HRDLICKA

	Number	%
Votes cast 'FOR' the motion	539,865,258	97.53
Votes cast 'AGAINST' the motion	<u>13,688,120</u>	<u>2.47</u>
TOTAL VOTES CAST	<u><u>553,553,378</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	3,663,603	

The resolution was carried as an ordinary resolution.

2B) RESOLUTION 2B - ELECTION OF DIRECTORS IAN MACFARLANE

	Number	%
Votes cast 'FOR' the motion	550,040,610	99.35
Votes cast 'AGAINST' the motion	<u>3,597,711</u>	<u>0.65</u>
TOTAL VOTES CAST	<u><u>553,638,321</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	3,506,092	

The resolution was carried as an ordinary resolution.

3) RESOLUTION 3 - LONG TERM INCENTIVE PLAN

	Number	%
Votes cast 'FOR' the motion	534,245,938	96.71
Votes cast 'AGAINST' the motion	<u>18,146,482</u>	3.29
TOTAL VOTES CAST	<u><u>552,392,420</u></u>	100.00
Votes "Abstained"	2,332,559	

The resolution was carried as an ordinary resolution.

4A) RESOLUTION 4A - LONG TERM INCENTIVE PLAN: GRANT O'BRIEN

	Number	%
Votes cast 'FOR' the motion	533,658,469	96.67
Votes cast 'AGAINST' the motion	<u>18,389,271</u>	3.33
TOTAL VOTES CAST	<u><u>552,047,740</u></u>	100.00
Votes "Abstained"	2,626,946	

The resolution was carried as an ordinary resolution.

5) RESOLUTION 5 - REMUNERATION REPORT

	Number	%
Votes cast 'FOR' the motion	537,501,484	97.69
Votes cast 'AGAINST' the motion	<u>12,687,106</u>	2.31
TOTAL VOTES CAST	<u><u>550,188,590</u></u>	100.00
Votes "Abstained"	4,412,860	

The resolution was carried as an ordinary resolution.

Richard Hannan
Returning Officer
Computershare Investor Services Pty Limited