

WOOLWORTHS LIMITED

ABN 88 000 014 675

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Securityholder,

I have pleasure in inviting you to attend the eighty-fifth Annual General Meeting of Woolworths Limited. Your Notice of Meeting and Proxy Form are enclosed, and a copy of the 2010 Annual Report may be viewed on our website at www.woolworthslimited.com.au. A hard copy of the report is enclosed if you have requested a copy by mail.

The Annual General Meeting will be held on Thursday, 18 November 2010 at the State Library of Queensland, Cultural Centre, Stanley Place, South Bank, Brisbane, Queensland commencing at 11.00am (Brisbane time). A map showing the location of the venue has been included on the back page of your Notice of Meeting.

If you are attending the meeting, please detach and send back the attendance card in the reply paid envelope.

We are inviting shareholders who are unable to attend the meeting to submit questions. A "Questions from Shareholders" form is enclosed in your AGM pack for you to use if you wish to submit a question. The most frequently asked questions will be posted on our website www.woolworthslimited.com.au, together with answers, and we will endeavour to address as many questions as possible at the meeting itself.

An external nominee, Stephen Mayne, has submitted himself for election to the Board of Woolworths. Your Directors unanimously consider that it is **not** in the best interests of the Company and its shareholders that Mr Mayne be elected as a Director and recommend that shareholders vote against his election. Your Directors intend to vote against the election of Mr Mayne and recommend that shareholders vote in favour of all other resolutions.

I hope you are able to join us at the meeting and use the opportunity to meet with Directors and Senior Executives of the Company.

Yours sincerely,



JAMES STRONG
Chairman

ATTENDANCE CARD

I/We will be attending the Woolworths Limited Annual General Meeting on Thursday 18 November 2010.

Name _____ SRN/HIN: _____

Name _____ SRN/HIN: _____

Please return to the Proxy Form Processing Centre Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Vic 8060 in the enclosed reply paid envelope.