

24 November 2011

The Chairman  
Woolworths Limited  
1 Woolworths Way  
Bella Vista NSW



Computershare Investor Services Pty Limited  
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## Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Annual General Meeting of the Members of Woolworths Limited held at the Parkside Auditorium, Sydney Convention and Exhibition Centre, Darling Harbour, New South Wales on Thursday, 24 November 2011 at 11:00 am, report as follows:

### RESOLUTION 2 REMUNERATION REPORT

	Number	%
Votes cast 'FOR' the motion	399,059,355	81.85
Votes cast 'AGAINST' the motion	88,511,328	18.15
TOTAL VOTES CAST	487,570,683	100.00
Votes "Abstained"	17,743,970	

The resolution was carried as an ordinary resolution.

### RESOLUTION 3(A) ELECTION OF DIRECTORS RODERICK DEANE

	Number	%
Votes cast 'FOR' the motion	508,664,504	98.31
Votes cast 'AGAINST' the motion	8,728,127	1.69
TOTAL VOTES CAST	517,392,631	100.00
Votes "Abstained"	1,774,419	

The resolution was carried as an ordinary resolution.

### RESOLUTION 3(B) ELECTION OF DIRECTORS JILLIAN BROADBENT

	Number	%
Votes cast 'FOR' the motion	514,677,870	99.49
Votes cast 'AGAINST' the motion	2,625,573	0.51
TOTAL VOTES CAST	517,303,443	100.00
Votes "Abstained"	1,863,647	

The resolution was carried as an ordinary resolution.

**RESOLUTION 3(C)****ELECTION OF DIRECTORS RALPH WATERS**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	513,802,043	99.34
Votes cast 'AGAINST' the motion	<u>3,416,272</u>	<u>0.66</u>
TOTAL VOTES CAST	<u>517,218,315</u>	<u>100.00</u>
Votes "Abstained"	1,951,364	

The resolution was carried as an ordinary resolution.

**RESOLUTION 4****LONG TERM INCENTIVE PLAN**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	461,494,862	89.45
Votes cast 'AGAINST' the motion	<u>54,439,311</u>	<u>10.55</u>
TOTAL VOTES CAST	<u>515,934,173</u>	<u>100.00</u>
Votes "Abstained"	3,009,445	

The resolution was carried as an ordinary resolution.

Your Sincerely,



Richard Hannan  
Returning Officer  
Computershare Investor Services Pty Limited