



Mark this box with an 'X' if you have made any changes to your name or address details (see reverse)



All correspondence to:
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Appointment of Proxy

I/We being a member/s of Woolworths Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR

(Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.)

or failing the person named, or if no person is named or box is marked 'X' the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Woolworths Limited to be held at the Melbourne Convention & Exhibition Centre, John Batman Theatre, Cnr Flinders and Spencers Streets, Melbourne VIC on Friday 22 November 2002 at 10:00 am and at any adjournment of that meeting.



IMPORTANT: FOR ITEM 3 BELOW

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Item 3 below, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3.

Voting directions to your proxy - please mark  to indicate how you wish your proxy to vote

	For	Against	Abstain*		For	Against	Abstain*
ORDINARY BUSINESS				SPECIAL BUSINESS			
Item 1. Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 3. Executive Director's Share Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2a. Re-election of Mr J C Ballard as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Item 2b. Re-election of Mr L M L'Huilier as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll, or if your votes entitlement cannot be voted by the Chairman of the Meeting or a director under the voting exclusion statement, your votes will not be counted in computing the required majority on a poll.

Appointing a second Proxy

I/We wish to appoint a second proxy



Mark with an 'X' if you wish to appoint a second proxy.

AND

%

OR

State the percentage of your voting rights or the number of shares for this Proxy Form.

Authorised signature/s

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual/Sole Director and Sole Company Secretary

Individual/Director/Company Secretary

Individual/Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the Company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's Share Registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission to the meeting. A form of the certificate may be obtained from the Company's Share Registry.

Lodgement of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below **not later than 48 hours** before the commencement of the meeting at 10:00 am on Friday 22 November 2002. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the Repty Paid Envelope or:

- by posting, delivery or facsimile to Woolworths Limited Share Registry at the address opposite, or
- by delivery to the registered office of Woolworths Limited being
Level 5
540 George Street
SYDNEY New South Wales 2000
Australia

Woolworths Limited Share Registry
Computershare Investor Services Pty Limited
Level 3/60 Carrington St, Sydney
GPO BOX 242, Melbourne VIC 8060
Australia
Facsimile 61 2 8234 5180