

WOOLWORTHS LIMITED

ABN 88 000 014 675

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

Appoint your Proxy:



Online:
www.investorvote.com.au



By Mail using the reply paid envelope:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:

Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney, NSW, 2000

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 368 664
(outside Australia) +61 3 9415 4055

Proxy Form



Appoint your proxy* online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Appoint your proxy**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 123456

SRN/HIN: I1234567890

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may appoint your Proxy using one of the methods described above. Your proxy appointment will not be valid if it is received after 12.00 noon (Sydney time) or 11.00 am (Brisbane time) on Tuesday 16 November 2010.

Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box on the form overleaf, or as instructed online. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the full name of that individual or body corporate in the space provided on the form overleaf or by following the instructions online. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.

Voting 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 your directions

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%, otherwise your vote will be invalid on that item.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint a second proxy online you must follow the online instructions and specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half your votes. If using this form, an additional Proxy Form may be obtained by copying this form or by telephoning Computershare on the number detailed above. To appoint a second proxy by using this form 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.

A proxy need not be a securityholder of the Company.

* A proxy cannot be appointed online if they are appointed under a Power of Attorney or similar authority.

Signing Instructions for Printed Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please use the accompanying "Questions from Shareholders" form included in this pack, and return as directed.

**GO ONLINE TO APPOINT YOUR PROXY,
or turn over to complete the form →**

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 1234567890 I N D

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Woolworths Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, 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 Auditorium 1 (Level 2), State Library of Queensland, Cultural Centre, Stanley Place, South Bank, Brisbane, Queensland on Thursday, 18 November 2010 at 11.00 am (Brisbane time) and at any adjournment of that meeting.

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 securities for this Proxy Form

IMPORTANT: FOR ITEM 6 BELOW If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 6 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 6 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 6.

STEP 2 Items of Business

Ordinary Business

	For	Against	Abstain
2 To adopt the Remuneration Report for the financial year ended 27 June 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a To elect Ms (Carla) Jayne Hrdlicka as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b To elect Mr Stephen Mayne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c To re-elect Mr Ian John Macfarlane as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

	For	Against	Abstain
4 Woolworths Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Alterations to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Fees Payable to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

* **IMPORTANT:** There are 3 candidates and only 2 positions available. If more than two candidates receive more votes 'for' than 'against', only the two candidates who receive the greatest number of votes 'for' will be elected to the Board. Refer to the Explanatory Notes contained in the Notice of Meeting for more information.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business except on item 3b.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____