

# WOOLWORTHS LIMITED

A.B.N 88 000 014 675

18 November 2010

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

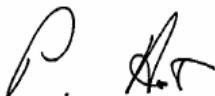
Dear Sir/Madam

**RE: Woolworths Limited – 2010 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, 3(a), 3(c), 4, 5 and 6 were passed on a poll with the requisite majority of votes. Resolution 3(b) was defeated. These results reflect the recommendations of the directors as set out in the Notice of Meeting.
- 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”.

**For and on behalf of  
WOOLWORTHS LIMITED**



**PETER J HORTON  
COMPANY SECRETARY**

# WOOLWORTHS LIMITED

ABN 88 000 014 675

**Proxy Summary - Votes**  
**Annual General Meeting**  
**18 November 2010**

| Nominated Person   | For                | Against           | Open- Usable      | Open- Conditional | Open- Unusable | Abstain          | No Instruction     |
|--|--------------------|-------------------|-------------------|-------------------|----------------|------------------|--------------------|
| <b>Resolution 2 - To adopt the Remuneration Report for the financial year ended 27 June 2010</b> |                    |                   |                   |                   |                |                  |                    |
| CHAIRMAN OF THE MEETING  | 421,472,914        | 33,145,949        | 13,278,064        | 0                 | 0              | 3,010,128        | 151,394,382        |
| Total Other Board Proxies  | 53,495             | 26,922            | 167               | 0                 | 0              | 0                | 0                  |
| Total Other Proxies  | 423,941            | 1,057,497         | 6,979,856         | 0                 | 0              | 56,575           | 0                  |
| <b>Total</b>   | <b>421,950,350</b> | <b>34,230,368</b> | <b>20,258,087</b> | <b>0</b>          | <b>0</b>       | <b>3,066,703</b> | <b>151,394,382</b> |

**% of Valid Available Votes**

|                    |               |              |              |              |
|--------------------|---------------|--------------|--------------|--------------|
| Board Proxies      | 88.47%        | 6.96%        | 2.79%        | 0.00%        |
| Other Proxies      | 0.09%         | 0.22%        | 1.47%        | 0.00%        |
| <b>Total Valid</b> | <b>88.56%</b> | <b>7.18%</b> | <b>4.25%</b> | <b>0.00%</b> |

|                                      |             |
|--------------------------------------|-------------|
| <b>Total Valid Available Votes :</b> | 476,438,805 |
| <b>Total Votes :</b>                 | 630,899,890 |
| <b>Total Proxies Received</b>        | 26,344      |

**Proxy Summary - Votes**  
**Annual General Meeting**  
**18 November 2010**

| Nominated Person  | For                | Against           | Open- Usable      | Open- Conditional | Open- Unusable | Abstain          | No Instruction     |
|---|--------------------|-------------------|-------------------|-------------------|----------------|------------------|--------------------|
| <b>Resolution 3a - To elect Ms (Carla) Jayne Hrdlicka as a Director</b> |                    |                   |                   |                   |                |                  |                    |
| CHAIRMAN OF THE MEETING   | 429,642,847        | 25,847,034        | 13,411,350        | 0                 | 0              | 2,007,026        | 151,393,180        |
| Total Other Board Proxies   | 58,142             | 4,710             | 17,732            | 0                 | 0              | 0                | 0                  |
| Total Other Proxies   | 833,670            | 541,622           | 7,078,415         | 0                 | 0              | 64,162           | 0                  |
| <b>Total</b>  | <b>430,534,659</b> | <b>26,393,366</b> | <b>20,507,497</b> | <b>0</b>          | <b>0</b>       | <b>2,071,188</b> | <b>151,393,180</b> |

**% of Valid Available Votes**

|                    |               |              |              |              |
|--------------------|---------------|--------------|--------------|--------------|
| Board Proxies      | 90.00%        | 5.41%        | 2.81%        | 0.00%        |
| Other Proxies      | 0.17%         | 0.11%        | 1.48%        | 0.00%        |
| <b>Total Valid</b> | <b>90.18%</b> | <b>5.53%</b> | <b>4.30%</b> | <b>0.00%</b> |

|                                      |             |
|--------------------------------------|-------------|
| <b>Total Valid Available Votes :</b> | 477,435,522 |
| <b>Total Votes :</b>                 | 630,899,890 |
| <b>Total Proxies Received</b>        | 26,344      |

**Proxy Summary - Votes**  
**Annual General Meeting**  
**18 November 2010**

| Nominated Person   | For               | Against            | Open- Usable      | Open- Conditional | Open- Unusable | Abstain           | No Instruction     |
|--|-------------------|--------------------|-------------------|-------------------|----------------|-------------------|--------------------|
| <b>Resolution 3b - To elect Mr Stephen Mayne as a Director</b> |                   |                    |                   |                   |                |                   |                    |
| CHAIRMAN OF THE MEETING  | 29,953,009        | 412,734,804        | 13,349,022        | 0                 | 0              | 14,859,428        | 151,405,174        |
| Total Other Board Proxies                                      | 39,737            | 38,958             | 399               | 0                 | 0              | 1,490             | 0                  |
| Total Other Proxies  | 971,435           | 609,969            | 6,866,340         | 0                 | 0              | 70,125            | 0                  |
| <b>Total</b>   | <b>30,964,181</b> | <b>413,383,731</b> | <b>20,215,761</b> | <b>0</b>          | <b>0</b>       | <b>14,931,043</b> | <b>151,405,174</b> |

**% of Valid Available Votes**

|                    |              |               |              |              |
|--------------------|--------------|---------------|--------------|--------------|
| Board Proxies      | 6.46%        | 88.85%        | 2.87%        | 0.00%        |
| Other Proxies      | 0.21%        | 0.13%         | 1.48%        | 0.00%        |
| <b>Total Valid</b> | <b>6.67%</b> | <b>88.98%</b> | <b>4.35%</b> | <b>0.00%</b> |

|                                      |             |
|--------------------------------------|-------------|
| <b>Total Valid Available Votes :</b> | 464,563,673 |
| <b>Total Votes :</b>                 | 630,899,890 |
| <b>Total Proxies Received</b>        | 26,344      |

**Proxy Summary - Votes**  
**Annual General Meeting**  
**18 November 2010**

| Nominated Person  | For                | Against          | Open- Usable      | Open- Conditional | Open- Unusable | Abstain          | No Instruction     |
|---|--------------------|------------------|-------------------|-------------------|----------------|------------------|--------------------|
| <b>Resolution 3c - To re-elect Mr Ian John Macfarlane as a Director</b> |                    |                  |                   |                   |                |                  |                    |
| CHAIRMAN OF THE MEETING   | 453,002,886        | 2,839,431        | 13,292,232        | 0                 | 0              | 1,773,220        | 151,393,668        |
| Total Other Board Proxies   | 75,421             | 3,274            | 399               | 0                 | 0              | 1,490            | 0                  |
| Total Other Proxies   | 1,118,220          | 222,642          | 7,110,550         | 0                 | 0              | 66,178           | 279                |
| <b>Total</b>  | <b>454,196,527</b> | <b>3,065,347</b> | <b>20,403,181</b> | <b>0</b>          | <b>0</b>       | <b>1,840,888</b> | <b>151,393,947</b> |

**% of Valid Available Votes**

|                    |               |              |              |              |
|--------------------|---------------|--------------|--------------|--------------|
| Board Proxies      | 94.85%        | 0.60%        | 2.78%        | 0.00%        |
| Other Proxies      | 0.23%         | 0.05%        | 1.49%        | 0.00%        |
| <b>Total Valid</b> | <b>95.09%</b> | <b>0.64%</b> | <b>4.27%</b> | <b>0.00%</b> |

|                                      |             |
|--------------------------------------|-------------|
| <b>Total Valid Available Votes :</b> | 477,665,055 |
| <b>Total Votes :</b>                 | 630,899,890 |
| <b>Total Proxies Received</b>        | 26,344      |

**Proxy Summary - Votes  
Annual General Meeting  
18 November 2010**

| Nominated Person  | For                | Against           | Open- Usable      | Open- Conditional | Open- Unusable | Abstain          | No Instruction     |
|---|--------------------|-------------------|-------------------|-------------------|----------------|------------------|--------------------|
| <b>Resolution 4 - Woolworths Long Term Incentive Plan</b> |                    |                   |                   |                   |                |                  |                    |
| CHAIRMAN OF THE MEETING                                   | 417,870,362        | 36,993,071        | 13,452,475        | 0                 | 0              | 2,597,020        | 151,388,509        |
| Total Other Board Proxies                                 | 37,901             | 23,242            | 17,732            | 0                 | 0              | 1,709            | 0                  |
| Total Other Proxies                                       | 585,488            | 826,275           | 7,046,887         | 0                 | 0              | 59,219           | 0                  |
| <b>Total</b>  | <b>418,493,751</b> | <b>37,842,588</b> | <b>20,517,094</b> | <b>0</b>          | <b>0</b>       | <b>2,657,948</b> | <b>151,388,509</b> |

**% of Valid Available Votes**

|                    |               |              |              |              |
|--------------------|---------------|--------------|--------------|--------------|
| Board Proxies      | 87.64%        | 7.76%        | 2.82%        | 0.00%        |
| Other Proxies      | 0.12%         | 0.17%        | 1.48%        | 0.00%        |
| <b>Total Valid</b> | <b>87.76%</b> | <b>7.94%</b> | <b>4.30%</b> | <b>0.00%</b> |

|                                      |             |
|--------------------------------------|-------------|
| <b>Total Valid Available Votes :</b> | 476,853,433 |
| <b>Total Votes :</b>                 | 630,899,890 |
| <b>Total Proxies Received</b>        | 26,344      |

**Proxy Summary - Votes  
Annual General Meeting  
18 November 2010**

| Nominated Person                                      | For                | Against          | Open- Usable      | Open- Conditional | Open- Unusable | Abstain          | No Instruction     |
|---|--------------------|------------------|-------------------|-------------------|----------------|------------------|--------------------|
| <b>Resolution 5 - Alterations to the Constitution</b> |                    |                  |                   |                   |                |                  |                    |
| CHAIRMAN OF THE MEETING                               | 450,525,835        | 3,549,633        | 13,775,802        | 0                 | 0              | 3,044,771        | 151,405,396        |
| Total Other Board Proxies                             | 72,874             | 6,151            | 0                 | 0                 | 0              | 1,559            | 0                  |
| Total Other Proxies                                   | 1,025,218          | 217,688          | 7,155,935         | 0                 | 0              | 118,028          | 1,000              |
| <b>Total</b>  | <b>451,623,927</b> | <b>3,773,472</b> | <b>20,931,737</b> | <b>0</b>          | <b>0</b>       | <b>3,164,358</b> | <b>151,406,396</b> |

**% of Valid Available Votes**

|                    |               |              |              |              |
|--------------------|---------------|--------------|--------------|--------------|
| Board Proxies      | 94.60%        | 0.75%        | 2.89%        | 0.00%        |
| Other Proxies      | 0.22%         | 0.05%        | 1.50%        | 0.00%        |
| <b>Total Valid</b> | <b>94.81%</b> | <b>0.79%</b> | <b>4.39%</b> | <b>0.00%</b> |

|                                      |             |
|--------------------------------------|-------------|
| <b>Total Valid Available Votes :</b> | 476,329,136 |
| <b>Total Votes :</b>                 | 630,899,890 |
| <b>Total Proxies Received</b>        | 26,344      |

**Proxy Summary - Votes  
Annual General Meeting  
18 November 2010**

| Nominated Person  | For                | Against           | Open- Usable     | Open- Conditional | Open- Unusable   | Abstain           | No Instruction     |
|---|--------------------|-------------------|------------------|-------------------|------------------|-------------------|--------------------|
| <b>Resolution 6 - Fees Payable to Non-Executive Directors</b> |                    |                   |                  |                   |                  |                   |                    |
| CHAIRMAN OF THE MEETING                                       | 407,954,176        | 38,224,340        | 4,140,107        | 0                 | 8,850,413        | 11,732,574        | 151,399,827        |
| Total Other Board Proxies                                     | 20,651             | 27,963            | 232              | 1,519             | 0                | 219               | 0                  |
| Total Other Proxies   | 202,462            | 1,360,647         | 863,685          | 6,031,501         | 0                | 59,574            | 0                  |
| <b>Total</b>  | <b>408,177,289</b> | <b>39,612,950</b> | <b>5,004,024</b> | <b>6,033,020</b>  | <b>8,850,413</b> | <b>11,792,367</b> | <b>151,399,827</b> |

**% of Valid Available Votes**

|                    |               |              |              |              |
|--------------------|---------------|--------------|--------------|--------------|
| Board Proxies      | 88.92%        | 8.34%        | 0.90%        | 0.00%        |
| Other Proxies      | 0.04%         | 0.30%        | 0.19%        | 1.31%        |
| <b>Total Valid</b> | <b>88.96%</b> | <b>8.63%</b> | <b>1.09%</b> | <b>1.31%</b> |

**Total Valid Available Votes :**

458,827,283

**Total Votes :**

630,869,890

**Total Proxies Received**

26,344



18 November 2010

The Chairman  
Woolworths Limited  
1 Woolworths Way  
Bella Vista NSW



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Level Four 60 Carrington Street  
Sydney NSW 2000 Australia  
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## 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 Woolworths Limited 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, report as follows:

### Resolution 2) Adopt the Remuneration Report

|                                 | Number             | %             |
|---------------------------------|--------------------|---------------|
| Votes cast 'FOR' the motion     | 435,821,173        | 91.36         |
| Votes cast 'AGAINST' the motion | 41,200,274         | 8.64          |
| TOTAL VOTES CAST                | <u>477,021,447</u> | <u>100.00</u> |
| Votes "Abstained"               | 3,090,945          |               |

The resolution was carried as an ordinary resolution.

### Resolution 3A) To elect Ms (Carla) Jayne Hrdlicka as a Director

|                                 | Number             | %             |
|---------------------------------|--------------------|---------------|
| Votes cast 'FOR' the motion     | 444,404,313        | 92.98         |
| Votes cast 'AGAINST' the motion | 33,558,366         | 7.02          |
| TOTAL VOTES CAST                | <u>477,962,679</u> | <u>100.00</u> |
| Votes "Abstained"               | 2,093,263          |               |

The resolution was carried as an ordinary resolution.

### Resolution 3B) To elect Mr Stephen Mayne as a Director

|                                 | Number             | %             |
|---------------------------------|--------------------|---------------|
| Votes cast 'FOR' the motion     | 31,048,292         | 6.68          |
| Votes cast 'AGAINST' the motion | 434,089,429        | 93.32         |
| TOTAL VOTES CAST                | <u>465,137,721</u> | <u>100.00</u> |
| Votes "Abstained"               | 14,963,317         |               |

The resolution was not carried as an ordinary resolution.

**Resolution 3C) To re-elect Mr Ian John Macfarlane as a Director**

|                                 | <b>Number</b>             | <b>%</b>             |
|---------------------------------|---------------------------|----------------------|
| Votes cast 'FOR' the motion     | 475,655,113               | 99.35                |
| Votes cast 'AGAINST' the motion | <u>3,110,451</u>          | <u>0.65</u>          |
| TOTAL VOTES CAST                | <u><u>478,765,564</u></u> | <u><u>100.00</u></u> |
| Votes "Abstained"               | 1,875,702                 |                      |

The resolution was carried as an ordinary resolution.

**Resolution 4) Woolworths Long Term Incentive Plan**

|                                 | <b>Number</b>             | <b>%</b>             |
|---------------------------------|---------------------------|----------------------|
| Votes cast 'FOR' the motion     | 439,583,019               | 92.08                |
| Votes cast 'AGAINST' the motion | <u>37,814,217</u>         | <u>7.92</u>          |
| TOTAL VOTES CAST                | <u><u>477,397,236</u></u> | <u><u>100.00</u></u> |
| Votes "Abstained"               | 2,675,590                 |                      |

The resolution was carried as an ordinary resolution.

**Resolution 5) Alterations to the Constitution**

|                                 | <b>Number</b>             | <b>%</b>             |
|---------------------------------|---------------------------|----------------------|
| Votes cast 'FOR' the motion     | 473,640,930               | 99.21                |
| Votes cast 'AGAINST' the motion | <u>3,774,655</u>          | <u>0.79</u>          |
| TOTAL VOTES CAST                | <u><u>477,415,585</u></u> | <u><u>100.00</u></u> |
| Votes "Abstained"               | 3,166,732                 |                      |

The resolution was carried as a special resolution.

**Resolution 6) Fees Payable to Non-Executive Directors**

|                                 | <b>Number</b>             | <b>%</b>             |
|---------------------------------|---------------------------|----------------------|
| Votes cast 'FOR' the motion     | 413,301,712               | 89.88                |
| Votes cast 'AGAINST' the motion | <u>46,510,266</u>         | <u>10.12</u>         |
| TOTAL VOTES CAST                | <u><u>459,811,978</u></u> | <u><u>100.00</u></u> |
| Votes "Abstained"               | 11,797,377                |                      |

The resolution was carried as an ordinary resolution.

Yours faithfully



Richard Hannan  
Returning Officer  
Computershare Investor Services Pty Limited