

22 November 2012

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

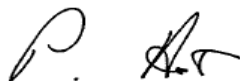
Dear Sir/Madam

**RE: Woolworths Limited – 2012 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(a) – 2(e), 3, 4, 5 and 6 were passed on a poll with the requisite majority of votes. 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 and Special Resolution No.4, 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
Group General Counsel and Company Secretary

WOOLWORTHS LIMITED

ABN 88 000 014 675

Proxy Summary - Votes Annual General Meeting Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 2(a) - To re-elect as a Director Mr John Frederick Astbury							
CHAIRMAN OF THE MEETING	534,124,405	6,040,270	11,418,989	0	0	2,459,275	0
Total Other Board Proxies	87,311	5,368	1,717	0	0	2,580	0
Total Other Proxies	683,113	148,902	6,124,586	0	0	30,315	0
Total	534,894,829	6,194,540	17,545,292	0	0	2,492,170	0

% of Valid Available Votes

Board Proxies	95.63%	1.08%	2.04%	0.00%
Other Proxies	0.12%	0.03%	1.10%	0.00%
Total Valid	95.75%	1.11%	3.14%	0.00%

Total Valid Available Votes :	558,634,661
Total Votes :	561,126,831
Total Proxies Received	30,416

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 2(b) -To re-elect as a Director Mr Thomas William Pockett							
CHAIRMAN OF THE MEETING	535,451,987	4,683,766	11,420,872	0	0	2,486,059	0
Total Other Board Proxies	91,977	1,615	1,717	0	0	1,667	0
Total Other Proxies	720,059	102,997	6,133,080	0	0	30,780	0
Total	536,264,023	4,788,378	17,555,669	0	0	2,518,506	0

% of Valid Available Votes

Board Proxies	95.87%	0.84%	2.04%	0.00%
Other Proxies	0.13%	0.02%	1.10%	0.00%
Total Valid	96.00%	0.86%	3.14%	0.00%

Total Valid Available Votes :

558,608,070

Total Votes :

561,126,576

Total Proxies Received

30,416

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 2(c) - To elect as a Director Ms Christine Cross							
CHAIRMAN OF THE MEETING	537,541,077	2,502,650	11,449,288	0	0	2,551,471	0
Total Other Board Proxies	96,013	913	50	0	0	0	0
Total Other Proxies	631,869	177,028	6,146,785	0	0	31,234	0
Total	538,268,959	2,680,591	17,596,123	0	0	2,582,705	0

% of Valid Available Votes

Board Proxies	96.26%	0.45%	2.05%	0.00%
Other Proxies	0.11%	0.03%	1.10%	0.00%
Total Valid	96.37%	0.48%	3.15%	0.00%

Total Valid Available Votes :

558,545,673

Total Votes :

561,128,378

Total Proxies Received

30,389

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 2(d) - To elect as a Director Mr Allan Douglas (David) Mackay							
CHAIRMAN OF THE MEETING	537,023,941	2,837,791	11,462,067	0	0	2,720,312	0
Total Other Board Proxies	89,749	4,597	1,717	0	0	913	0
Total Other Proxies	673,089	151,051	6,126,499	0	0	36,277	0
Total	537,786,779	2,993,439	17,590,283	0	0	2,757,502	0

% of Valid Available Votes

Board Proxies	96.19%	0.51%	2.05%	0.00%
Other Proxies	0.12%	0.03%	1.10%	0.00%
Total Valid	96.31%	0.54%	3.15%	0.00%

Total Valid Available Votes :

558,370,501

Total Votes :

561,128,003

Total Proxies Received

30,324

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 2(e) - To elect as a Director Mr Michael James Ullmer							
CHAIRMAN OF THE MEETING	535,208,565	4,668,064	11,481,980	0	0	2,681,247	0
Total Other Board Proxies	94,547	712	1,717	0	0	0	0
Total Other Proxies	606,197	193,453	6,149,915	0	0	37,351	0
Total	535,909,309	4,862,229	17,633,612	0	0	2,718,598	0

% of Valid Available Votes

Board Proxies	95.86%	0.84%	2.06%	0.00%
Other Proxies	0.11%	0.03%	1.10%	0.00%
Total Valid	95.97%	0.87%	3.16%	0.00%

Total Valid Available Votes :	558,405,150
Total Votes :	561,123,748
Total Proxies Received	30,329

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 3(a) - Long Term Incentive Plan Issues - Mr Grant O'Brien							
CHAIRMAN OF THE MEETING	521,144,324	18,232,392	11,157,157	0	0	3,510,613	0
Total Other Board Proxies	80,850	15,926	0	50	0	150	0
Total Other Proxies	250,183	754,852	5,953,392	0	0	28,489	0
Total	521,475,357	19,003,170	17,110,549	50	0	3,539,252	0

% of Valid Available Votes

Board Proxies	93.48%	3.27%	2.00%	0.00%
Other Proxies	0.04%	0.14%	1.07%	0.00%
Total Valid	93.52%	3.41%	3.07%	0.00%

Total Valid Available Votes :	557,589,126
Total Votes :	561,128,378
Total Proxies Received	29,939

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 3(b) - Long Term Incentive Plan Issues -Mr Tom Pockett							
CHAIRMAN OF THE MEETING	520,786,101	18,560,998	11,160,736	0	0	3,531,030	0
Total Other Board Proxies	79,168	15,013	0	1,732	0	1,063	0
Total Other Proxies	249,943	746,196	5,962,288	0	0	28,489	0
Total	521,115,212	19,322,207	17,123,024	1,732	0	3,560,582	0

% of Valid Available Votes

Board Proxies	93.42%	3.33%	2.00%	0.00%
Other Proxies	0.04%	0.13%	1.07%	0.00%
Total Valid	93.46%	3.47%	3.07%	0.00%

Total Valid Available Votes :

557,562,175

Total Votes :

561,122,757

Total Proxies Received

29,929

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 4 - Renewal of proportional takeover approval provisions in Constitution							
CHAIRMAN OF THE MEETING	528,254,568	10,642,048	11,633,095	0	0	3,482,226	0
Total Other Board Proxies	85,297	8,049	1,717	0	0	1,913	0
Total Other Proxies	626,730	146,231	6,165,933	0	0	48,022	0
Total	528,966,595	10,796,328	17,800,745	0	0	3,532,161	0

% of Valid Available Votes

Board Proxies	94.76%	1.91%	2.09%	0.00%
Other Proxies	0.11%	0.03%	1.11%	0.00%
Total Valid	94.87%	1.94%	3.19%	0.00%

Total Valid Available Votes :	557,563,668
Total Votes :	561,095,829
Total Proxies Received	29,806

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 5 - Adoption of Remuneration Report							
CHAIRMAN OF THE MEETING	516,632,600	20,986,621	11,308,452	0	0	4,921,061	1,911,676
Total Other Board Proxies	82,050	13,059	0	1,717	0	150	0
Total Other Proxies	279,148	677,570	6,011,913	0	0	17,285	1,000
Total	516,993,798	21,677,250	17,320,365	1,717	0	4,938,496	1,912,676

% of Valid Available Votes

Board Proxies	92.94%	3.78%	2.03%	0.00%
Other Proxies	0.05%	0.12%	1.08%	0.00%
Total Valid	92.99%	3.90%	3.12%	0.00%

Total Valid Available Votes :

555,993,130

Total Votes :

562,844,302

Total Proxies Received

29,756

Proxy Summary - Votes
Annual General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 6 - Capital Reduction							
CHAIRMAN OF THE MEETING	534,143,441	5,364,822	11,590,077	0	0	2,943,353	0
Total Other Board Proxies	84,830	7,932	1,717	0	0	2,497	0
Total Other Proxies	741,745	160,417	6,056,610	0	0	21,641	0
Total	534,970,016	5,533,171	17,648,404	0	0	2,967,491	0

% of Valid Available Votes

Board Proxies	95.71%	0.96%	2.08%	0.00%
Other Proxies	0.13%	0.03%	1.09%	0.00%
Total Valid	95.85%	0.99%	3.16%	0.00%

Total Valid Available Votes :

558,151,591

Total Votes :

561,119,082

Total Proxies Received

29,878

23 November 2012

The Chairman
WOOLWORTHS LIMITED
1 Woolworths Way
Bella Vista NSW

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 Adelaide Convention Centre, North Terrace, Adelaide, South Australia on 22 November 2012 at 11:00 AM, report as follows:

2A) To re-elect as a Director Mr John Frederick Astbury

	Number	%
Votes cast 'FOR' the motion	553,174,293	98.89
Votes cast 'AGAINST' the motion	<u>6,211,553</u>	<u>1.11</u>
TOTAL VOTES CAST	<u>559,385,846</u>	<u>100.00</u>
Votes "Abstained"	2,508,934	

The resolution was carried as an ordinary resolution.

2B) To re-elect as a Director Mr Thomas Pockett

	Number	%
Votes cast 'FOR' the motion	554,445,812	99.14
Votes cast 'AGAINST' the motion	<u>4,799,621</u>	<u>0.86</u>
TOTAL VOTES CAST	<u>559,245,433</u>	<u>100.00</u>
Votes "Abstained"	2,530,390	

The resolution was carried as an ordinary resolution.

2C) To elect as a Director Ms Christine Cross

	Number	%
Votes cast 'FOR' the motion	556,609,132	99.52
Votes cast 'AGAINST' the motion	<u>2,701,018</u>	0.48
TOTAL VOTES CAST	<u><u>559,310,150</u></u>	100.00
Votes "Abstained"	2,592,789	

The resolution was carried as an ordinary resolution.

2D) To elect as a Director Mr David Mackay

	Number	%
Votes cast 'FOR' the motion	556,099,596	99.46
Votes cast 'AGAINST' the motion	<u>3,011,143</u>	0.54
TOTAL VOTES CAST	<u><u>559,110,739</u></u>	100.00
Votes "Abstained"	2,781,306	

The resolution was carried as an ordinary resolution.

2E) To elect as a Director Mr Michael Ullmer

	Number	%
Votes cast 'FOR' the motion	548,162,396	99.12
Votes cast 'AGAINST' the motion	<u>4,878,868</u>	0.88
TOTAL VOTES CAST	<u><u>553,041,264</u></u>	100.00
Votes "Abstained"	2,732,888	

The resolution was carried as an ordinary resolution.

3A) LTIP Issue - Mr O'Brien

	Number	%
Votes cast 'FOR' the motion	538,916,503	96.56
Votes cast 'AGAINST' the motion	<u>19,188,502</u>	3.44
TOTAL VOTES CAST	<u><u>558,105,005</u></u>	100.00
Votes "Abstained"	3,622,485	

The resolution was carried as an ordinary resolution.

3B) LTIP Issue - Mr Tom Pockett

	Number	%
Votes cast 'FOR' the motion	538,569,180	96.51
Votes cast 'AGAINST' the motion	<u>19,502,396</u>	<u>3.49</u>
TOTAL VOTES CAST	<u><u>558,071,576</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	3,626,788	

The resolution was carried as an ordinary resolution.

4) Renew proportional takeover approval

	Number	%
Votes cast 'FOR' the motion	547,494,976	98.06
Votes cast 'AGAINST' the motion	<u>10,835,713</u>	<u>1.94</u>
TOTAL VOTES CAST	<u><u>558,330,689</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	3,529,766	

The resolution was carried as a special resolution.

5) Adoption of Remuneration Report

	Number	%
Votes cast 'FOR' the motion	534,658,230	96.08
Votes cast 'AGAINST' the motion	<u>21,787,428</u>	<u>3.92</u>
TOTAL VOTES CAST	<u><u>556,445,658</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	5,001,550	

The resolution was carried as an ordinary resolution.

6) **Capital Reduction**

	Number	%
Votes cast 'FOR' the motion	553,295,761	99.00
Votes cast 'AGAINST' the motion	<u>5,565,805</u>	<u>1.00</u>
TOTAL VOTES CAST	<u>558,861,566</u>	<u>100.00</u>
Votes "Abstained"	2,976,759	

The resolution was carried as an ordinary resolution.



Richard Hannan
Returning Officer
Computershare Investor Services Pty Limited