

WOOLWORTHS LIMITED

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11 November 2009

Company Announcements Office
Australian Securities Exchange

Dear Sir or Madam

Carboxy Pty Ltd takeover offer for Danks Holdings Limited - section 650F notice

We refer to the takeover offer by Carboxy Pty Ltd (a subsidiary of Woolworths Limited) for all of the shares in Danks Holdings Limited (**Offer**).

On behalf of Carboxy Pty Ltd, we enclose a notice under section 650F of the *Corporations Act 2001* (Cth) freeing the Offer from defeating conditions.

Yours faithfully



Peter Horton
Company Secretary

Enclosure

Carboxy Pty Ltd
ACN 138 990 584

Takeover offer for all of the shares in Danks Holdings Limited

Notice pursuant to section 650F of the Corporations Act 2001 (Cth)

Reference is made to the takeover offer by Carboxy Pty Ltd (**Carboxy**) for all of the shares in Danks Holdings Limited, which offer is dated 7 September 2009 (**Offers**), and to Carboxy's bidder's statement in relation to the Offers dated 2 September 2009 (**Bidder's Statement**).

Carboxy hereby gives notice under section 650F of the *Corporations Act 2001* (Cth) declaring the Offers to be free from the following conditions:

- the condition contained in section 8.6(a) of the Bidder's Statement (and entitled "90% minimum acceptance");
- the condition contained in section 8.6(b) of the Bidder's Statement (and entitled "No action by a Public Authority adversely affecting the Offer");
- the condition contained in section 8.6(c) of the Bidder's Statement (and entitled "Prescribed Occurrences");
- the condition contained in section 8.6(d) of the Bidder's Statement (and entitled "No material transactions or changes"); and
- the condition contained in section 8.6(e) of the Bidder's Statement (and entitled "Third Party consents").

The Offers are free from the above conditions. Carboxy notes that all other conditions to the Offers have been fulfilled.

Carboxy's voting power in Danks Holdings Limited is 96.23 %.

Dated: 11 November 2009



Peter Horton
Company Secretary
Carboxy Pty Ltd