

22 November 2012

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

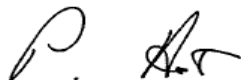
Dear Sir/Madam

**RE: Woolworths Limited – 2012 Extraordinary 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 Extraordinary General Meeting of Shareholders held today, Resolution 1 was defeated on a poll with the requisite majority of votes. This result reflects the recommendation of the directors as set out in the Notice of Meeting.
- For the Special Resolution 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**  
Group General Counsel and Company Secretary

# WOOLWORTHS LIMITED

ABN 88 000 014 675

**Proxy Summary - Votes**  
**Extraordinary General Meeting**  
**Thursday, 22 November 2012**

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
<b>Resolution 1 - That the Company's Constitution be altered by inserting the new clause 1A as outlined in the Notice of Meeting</b>							
CHAIRMAN OF THE MEETING	12,693,686	515,962,654	6,258,506	0	0	17,775,839	0
Total Other Board Proxies	4,963	47,345	1,723,146	0	0	0	0
Total Other Proxies	876,992	1,008,063	3,705,450	0	0	15,325	0
<b>Total</b>	<b>13,575,641</b>	<b>517,018,062</b>	<b>11,687,102</b>	<b>0</b>	<b>0</b>	<b>17,791,164</b>	<b>0</b>

**% of Valid Available Votes**

Board Proxies	2.34%	95.16%	1.47%	0.00%
Other Proxies	0.16%	0.19%	0.68%	0.00%
<b>Total Valid</b>	<b>2.50%</b>	<b>95.34%</b>	<b>2.16%</b>	<b>0.00%</b>

**Total Valid Available Votes :**

542,280,805

**Total Votes :**

560,071,969

**Total Proxies Received**

29,977



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 Extraordinary General Meeting of the Members of Woolworths Limited held at Adelaide Convention Centre, North Terrace, Adelaide, South Australia on 22 November 2012 at 8:30 AM, report as follows:

- 1) **That the Company's Constitution be altered by inserting the new clause 1A as outlined in the Notice of Meeting**

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	13,708,074	2.53
Votes cast 'AGAINST' the motion	<u>529,131,129</u>	<u>97.47</u>
<b>TOTAL VOTES CAST</b>	<b><u>542,839,203</u></b>	<b><u>100.00</u></b>
Votes "Abstained"	17,796,528	

The resolution was not carried as a special resolution.



Richard Hannan  
Returning Officer  
Computershare Investor Services Pty Limited