

Members' Statement Pursuant to Section 249P of the Corporations Act 2001

Set out below is a members' statement provided to Woolworths Limited. Woolworths Limited is required by the Corporations Act 2001 to include this statement with its Notice of Annual General Meeting.

Shareholders concerns about risks to Woolworths arising from its conduct of pokies gambling

Despite undertakings set out in Woolworths' Corporate Responsibility Report 2008, we are concerned that conduct of Woolworths' pokies business is neither appropriate nor responsible. We believe Woolworths' reputation and the value of Woolworths' core business and brand will be damaged by the pokies business and the economic viability of Woolworths and future returns to members detrimentally affected.

Action by the Woolworths' Board

We believe that Woolworths must take immediate steps to mitigate the above risks. We call upon the Board to implement a plan with respect to the pokies business within 9 months of the 2009 Annual General Meeting (AGM) that includes:

1. Implementation of the National Principles for the conduct of responsible gambling machine activity that, in particular, ensures that children are not exposed to the sights and sounds of pokies gambling, within its pokies venues.
2. Maintain uniform standards in all its pokie venues (wherever located) that include:
 - promotion of self exclusion facilities
 - removal of any advertising aimed at attracting families with children
 - prohibition of simultaneous pokie gambling
 - placement and maintenance of posters and business cards in pokies venue toilets promoting assistance for problem gamblers
 - erection and maintenance of warning signs regarding the prohibition and danger of leaving children in cars
3. Disposal of all pokies interests.

The Board should comment on these actions either at or prior to the AGM and report to members on the plan within 90 days of the AGM.