

15 September 2010

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

Dear Sir,

**WOOLWORTHS NOTES – DISTRIBUTION RATE**

We advise that the Distribution Rate in respect of Woolworths Notes for the Distribution Period commencing on 16 September 2010 and ending on 15 December 2010, is 5.955% per annum.

Distributions on Woolworths Notes are unfranked and calculated using the prevailing 3-month bank bill rate at the commencement of each distribution period, plus a margin. The Margin applying from issue of the Woolworths Notes on 5 June 2006 until 15 September 2011, has been set at 1.10% per annum.

Distributions on the Woolworths Notes are scheduled to be paid quarterly in arrears on 15 March, 15 June, 15 September and 15 December each year (or if any such day is not a Business Day then the next following Business Day), subject to Woolworths' right to defer distributions. Woolworths advises that in accordance with the ASX Listing Rules the record date applicable to each distribution on Woolworths Notes will be 7 calendar days before the Distribution Payment Date in question.

Please find below the Distribution Payment Date, Record Date and ex-date for the Woolworths Notes for the next Distribution Period.

| <b>Distribution Payment Date</b> | <b>Record Date</b> | <b>Ex-Date</b> | <b>No. of Days in Distribution Period</b> | <b>Distribution Rate</b> |
|----------------------------------|--------------------|----------------|---|--------------------------|
| 15 Dec 2010                      | 8 Dec 2010         | 2 Dec 2010     | 91  | 5.955%                   |

Terms defined in the Terms of Issue of the Woolworths Notes have the same meaning in this notice.

For and on behalf of  
WOOLWORTHS LIMITED



PETER J. HORTON  
COMPANY SECRETARY