



MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 368 664 (inside Australia)
+61 3 9415 4055 (outside Australia)



Questions:

Questions can be lodged on the form enclosed or online at www.investorvote.com.au



Mail:

Share Registry
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001 Australia



Your vote is important

For your vote to be valid, your voting instruction must be received by 2.00pm (Sydney time) on Tuesday, 22 November 2016

Proxy Form

Appointment of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box on the form overleaf, or as instructed online. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the full name of that individual or body corporate in the space provided on the form overleaf or by following the instructions online. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.

Voting on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your shares will be voted in accordance with your directions, to the extent permitted by law.

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%, otherwise your vote will be invalid on that item.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend a meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each overleaf.

Signing instructions for postal forms

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the meeting

Bring a copy of this form to assist registration. If a representative of a corporate securityholder or corporate proxy is to attend the meeting you will need to provide a "Certificate of Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare online at www.investorcentre.com under the help tab, "Printable Forms" at the top of the page.



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential

Documents may be lodged:

Via the internet

Use your computer to vote online at www.investorvote.com.au using your secure access

Control Number: 123456
SRN/HIN: I1234567890
Postcode: 1234

For Intermediary Online subscribers (custodians) use www.intermediaryonline.com

By fax

Please fax your completed form to 1800 783 447 within Australia or +61 (0) 3 9473 2555 if you are outside Australia.

By mail

Share Registry
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001 Australia

In person

Share Registry
Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia

Proxy Form

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THE SAMPLE HILL
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SAMPLEVILLE VIC 3030



I 1234567890 I N D

Please mark to indicate your directions

Step 1

Appoint a proxy to vote on your behalf

I/We being a member/s of Woolworths Limited hereby appoint

The Chairman
of the Meeting

OR

The name of the person or body corporate you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Woolworths Limited to be held at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales on Thursday, 24 November 2016 at 2.00pm (Sydney Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy in respect of Items 3 and 4 (to the maximum extent permitted by law) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of the key management personnel for the Woolworths consolidated group.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or to abstain from voting on Items 3 and 4 by marking the appropriate box in step 2 below. The Chairman of the Meeting intends to vote all undirected proxy appointments in favour of each item of business, to the extent permitted by law.

Step 2

Items of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

The Chairman of the Meeting intends to vote undirected proxy appointments in favour of each item of business, to the extent permitted by law. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

	FOR	AGAINST	ABSTAIN
2(a) To elect as a Director Ms Holly Kramer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) To elect as a Director Ms Siobhan McKenna	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c) To elect as a Director Ms Kathee Tesija	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3) Long Term Incentive grant to Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4) Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Sign

Signature of Securityholder(s) This section must be completed.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director & Sole Company Secretary

Contact

Name _____

Director

Daytime

Telephone _____

Director/Company Secretary

Date ____/____/____