



## ASX Announcement

24 November 2016

### **Woolworths Limited – 2016 Annual 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 Annual General Meeting of Shareholders held today, Resolutions 2(a), 2(b), 2(c), 3 and 4 were passed on a poll with the requisite majority of votes.
- The table attached shows each of the Ordinary Resolutions as set out in the Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed, and the total number of votes cast on the poll in favour of the resolution, against the resolution, open and abstaining on the resolution.

For and on behalf of  
WOOLWORTHS LIMITED

**RICHARD DAMMERY**  
Chief Legal Officer and Company Secretary

**Woolworths Limited**  
**2016 Annual General Meeting**  
**Thursday, 24 November 2016**  
**Voting Results**



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

| Resolution details  |                    | Instructions given to validly appointed proxies<br>(as at proxy close) |                     |                       |           | Number of votes cast on the poll<br>(where applicable) |                     |           | Resolution<br>Result     |
|---|--------------------|--|---------------------|-----------------------|-----------|--|---------------------|-----------|--------------------------|
| Resolution  | Resolution<br>Type | For  | Against             | Proxy's<br>Discretion | Abstain   | For  | Against             | Abstain*  | Carried /<br>Not Carried |
| Resolution 2a – Election of Directors – Holly Kramer  | Ordinary           | 616,173,743<br>97.12%  | 3,288,190<br>0.52%  | 14,939,560<br>2.36%   | 1,733,225 | 631,816,645<br>99.47%                                  | 3,345,824<br>0.53%  | 1,751,631 | Carried                  |
| Resolution 2b – Election of Directors – Siobhan McKenna   | Ordinary           | 615,283,431<br>96.99%  | 4,153,649<br>0.65%  | 14,963,841<br>2.36%   | 1,730,798 | 631,013,225<br>99.34%                                  | 4,215,699<br>0.66%  | 1,749,797 | Carried                  |
| Resolution 2c – Election of Directors – Kathee Tesija   | Ordinary           | 615,513,834<br>97.04%  | 3,708,486<br>0.58%  | 15,092,000<br>2.38%   | 1,820,400 | 631,334,334<br>99.40%                                  | 3,803,070<br>0.60%  | 1,864,530 | Carried                  |
| Resolution 3 – Approval of the Managing Director and Chief Executive Officer's FY17 Long-Term Incentive Grant | Ordinary           | 600,417,481<br>94.72%  | 19,087,059<br>3.01% | 14,407,209<br>2.27%   | 2,224,998 | 615,358,685<br>96.97%                                  | 19,254,772<br>3.03% | 2,259,856 | Carried                  |
| Resolution 4 – Adoption of Remuneration Report  | Ordinary           | 601,301,191<br>94.93%  | 17,659,528<br>2.79% | 14,447,533<br>2.28%   | 2,701,571 | 616,183,795<br>97.19%                                  | 17,806,989<br>2.81% | 2,717,465 | Carried                  |

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.