



16 December 2019

ASX Market Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

### **2019 AGM & EGM Results**

Attached are the results of today's Woolworths Group Limited AGM and EGM Restructure Scheme Meeting.

All resolutions were approved.

Subject to the Federal Court approving the Restructure Scheme at the hearing scheduled for Thursday 19 December 2019, Woolworths Group intends to implement the Restructure Scheme to combine its drinks and hospitality businesses to create Endeavour Group on 2 February 2020. Woolworths Group will then implement the ALH Merger to combine Endeavour Group with Mathieson Group's interests in ALH on 4 February 2020.

**Marcin Firek**  
Company Secretary  
Woolworths Group Limited

**WOOLWORTHS GROUP LIMITED**  
**AGM and EGM**  
**Monday, 16 December 2019**  
**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 (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Agenda item 2(a) Re-elect Ms Holly Kramer	Ordinary	660,341,802 95.46%	19,291,815 2.79%	12,077,706 1.75%	1,952,015	670,255,855 96.72%	22,695,012 3.28%	1,979,616	Carried
Agenda item 2(b) Re-elect Ms Siobhan McKenna	Ordinary	665,676,592 97.08%	7,929,308 1.16%	12,112,810 1.77%	7,944,533	678,864,014 98.82%	8,077,036 1.18%	7,984,263	Carried
Agenda item 2(c) Re-elect Ms Kathryn (Kathee) Tesija	Ordinary	674,518,621 97.52%	4,995,273 0.72%	12,139,491 1.76%	2,010,509	687,811,853 99.27%	5,070,517 0.73%	2,041,577	Carried
Agenda item 2(d) Elect Ms Jennifer Carr-Smith	Ordinary	676,355,776 97.82%	2,913,569 0.42%	12,183,825 1.76%	2,211,823	689,679,494 99.57%	2,997,453 0.43%	2,246,348	Carried
Agenda item 3 Adopt Remuneration Report	Ordinary	631,733,276 92.47%	39,357,329 5.76%	12,077,629 1.77%	10,485,806	644,444,713 94.23%	39,475,958 5.77%	10,503,533	Carried
Agenda item 4 Approve Managing Director and CEO F20 LTI grant	Ordinary	653,522,755 94.95%	22,776,364 3.31%	11,994,022 1.74%	5,365,479	666,526,157 96.68%	22,895,231 3.32%	5,402,191	Carried
Agenda item 5 Approve US Non-executive Directors' Equity Plan	Ordinary	666,014,964 96.41%	12,725,680 1.84%	12,051,824 1.75%	2,870,388	679,128,456 98.15%	12,772,349 1.85%	2,916,839	Carried
Agenda item 6 Approve amendment to the Constitution	Ordinary	675,761,621 97.76%	3,098,143 0.45%	12,374,706 1.79%	2,427,998	689,246,278 99.55%	3,146,935 0.45%	2,440,564	Carried

Approve Restructure Scheme

VOTES	Special	688,065,344 97.94%	3,266,706 0.46%	11,195,669 1.59%	1,803,281	700,266,367 99.53%	3,296,887 0.47%	1,817,772	Carried
HOLDERS	Special	9,177 59.74%	1,770 11.52%	4,414 28.74%	734	13,762 88.56%	1,777 11.44%	741	

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