

27 November 2014

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

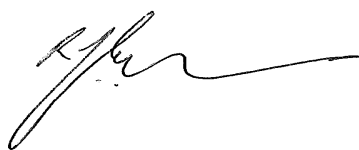
Dear Sir/Madam

**RE: Woolworths Limited – 2014 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(d), 3 and 4 were passed on a poll with the requisite majority of votes. Resolution 3(c) was defeated. These results reflect the recommendations of the directors as set out in the Notice of Meeting.
- 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
2014 Annual General Meeting
Thursday, 27 November 2014
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
2(a) To re-elect as a Director Board endorsed candidate, Ms Jillian Rosemary Broadbent	Ordinary	547,134,920 96.05%	4,372,580 0.77%	18,111,499 3.18%	2,087,910	566,057,467 99.23%	4,390,897 0.77%	2,088,410	Carried
2(b) To elect as a Director Board endorsed candidate, Mr Scott Redvers Perkins	Ordinary	543,638,391 95.50%	4,583,965 0.80%	21,061,819 3.70%	2,391,836	565,500,425 99.19%	4,615,470 0.81%	2,401,725	Carried
2(c) To elect as a Director Board not-endorsed candidate, Mr Stephen Mayne	Ordinary	22,961,789 4.03%	528,057,791 92.89%	17,510,159 3.08%	3,129,677	23,065,772 4.05%	546,280,769 95.95%	3,166,186	Not Carried
2(d) To re-elect as a Director Board endorsed candidate, Mr Ralph Graham Waters	Ordinary	544,179,124 95.57%	6,903,966 1.22%	18,287,236 3.21%	2,320,057	563,285,318 98.79%	6,918,470 1.21%	2,339,742	Carried
3 Long Term Incentive Plan issue to Managing Director and Chief Executive Officer	Ordinary	532,867,432 93.75%	17,554,334 3.09%	17,957,726 3.16%	3,560,459	544,828,602 95.77%	24,079,402 4.23%	3,593,782	Carried
4 Adoption of Remuneration Report	Ordinary	534,464,283 94.32%	14,127,052 2.49%	18,065,035 3.19%	5,288,189	546,541,067 96.36%	20,644,154 3.64%	5,307,891	Carried

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

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