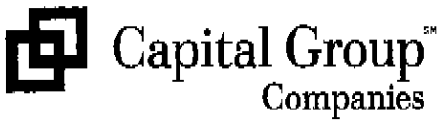

The Capital Group Companies, Inc.
333 South Hope Street
Los Angeles, California 90071-1406

Phone (213) 486 9200
Fax (213) 486 9698

3 November 2003

BY FAX - ORIGINAL IN POST
(61 2 9323 1596)

Woolworths Limited
5th Floor
540 George Street
Sydney, New South Wales 2000
Australia

Re: Notice of Person Ceasing to be a Substantial Shareholder Under Section 671B

Company Secretary:

Enclosed is a Notice under Section 671B of Person Ceasing to be a Substantial Shareholder dated 31 October 2003.

Please note that one or more of the affiliates of The Capital Group Companies, Inc. have made notifications to your company pursuant to Section 671B in the past.

For the purposes of this Notice an outstanding share balance of 1,026,011,392 shares was used to calculate the percentages of holdings of the relevant share capital. We believe this outstanding share balance is current; however, if this number is not accurate, please contact us as soon as possible so that we may make the necessary revisions to this Notice.

Should you have questions or require additional information, please contact Greg Dickinson or Gina Martinez at (213)615-0469, or send a fax message to (213)486-9698. Alternatively, you may contact us via E-mail at GRGroup@capgroup.com.

Regards,

Greg Dickinson
Compliance Associate

FORM 605

Section 671B

Corporations Law
NOTICE UNDER SECTION 671B OF CEASING TO BE A SUBSTANTIAL HOLDER

To: Woolworths Limited
(A.C.N. 000 014 675)

Take notice that The Capital Group Companies, Inc. (A.C.N. n/a) of 333 South Hope St., Los Angeles, California 90071 on 31 October 2003 has ceased to be a substantial shareholder or associate of a substantial shareholder. Particulars relating to each relevant interest disposed of and of the disposal are set out below.

1. Particulars of each relevant interest at the time at which the substantial shareholder was last required to give a substantial shareholding notice to the company.

   (a) Name and address of holder of relevant interest:

   The shares reported were owned by accounts under the discretionary investment management of 5 investment management companies (Capital International, Inc., Capital International S.A., Capital Research and Management Company, Capital International Limited, and Capital Guardian Trust Company) which are direct or indirect subsidiaries of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071 and such shares were reported in the aggregate.

   (b) Number and description of voting shares of each class of shares in the company which relevant interest is held:

   Ordinary shares: 56,492,942

   (c) Name and address of each person registered as holder of voting shares:

   See Annexure A of Form 604 dated 9 October 2003

2. Particulars of each change in relevant interests since the time at which the substantial shareholder was last required to give a substantial shareholding notice to the company:

   (a) The date of change in relevant interest:

   31 October 2003

   (b) Whether the change was a change in the relevant interest of an associate of the substantial shareholder and, if so, the name and address of that associate:

   The shares being reported under this section are owned by accounts under the discretionary investment management of 5 investment management companies (Capital International, Inc., Capital International S.A., Capital Research and Management Company, Capital International Limited, and Capital Guardian Trust Company) which are direct or indirect subsidiaries of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071 and such shares are being reported in the aggregate.

   (c) Particulars of the valuable consideration given in relation to the change, including nature of any part of the consideration that did not consist of money, are as follows:

   Approximately 584 transactions have taken place in Woolworths Limited in the last four months on behalf of the above mentioned clients. A 12 page report detailing these transactions can be provided if required by contacting Gina Martinez or Greg Dickinson Tel: 213-615-0469. Alternatively you may send an email to GRGroup@capgroup.com.

(d) Particulars of any contract, scheme, arrangement or other circumstance because of which the change in the relevant interest(s) occurred are as follow(s):

None

(e) Particulars of any qualification of the power of a person to exercise, control the exercise of or influence the exercise of, the voting powers of those shares in which the relevant interest in which the change occurred is held, are as follows:

In some cases, the clients of the investment management companies have requested that the investment management companies vote portfolio securities on their behalf. Other clients choose to retain the voting control of their portfolio securities (thus taking all the voting power away from the investment management companies).

(f) Particulars of any additional benefit that a person has, or may, become entitled to receive, whether on the happening of a contingency or not, because of the change in the relevant interest are as follows:

None

3. Particulars consequent to the change because of which the person ceased to be a substantial shareholder.

(a) (i) Name and address of holder of relevant interest:

See Annexure "A" dated 31 October 2003 (copy attached)

(ii) Number and description of voting shares of each class of shares in the company in which relevant interest is held:

Ordinary shares: 51,154,778

(iii) Name and address of each person entitled to become registered as holder of voting shares after change:

None

(iv) Name and address of holder of relevant interest:

Not applicable

(b) Particulars of any contract, scheme, arrangement or other circumstances because of which the person ceased to be a substantial shareholder are as follows:

The companies referred to in paragraph 2(b) above, acting as discretionary managers, acquired the shares under the terms of the relevant discretionary management contracts.

(c) Particulars of any additional benefit that the person or an associate has, or may, become entitled to receive, whether of the happening of a contingency or not, as a consequence of ceasing to be a substantial shareholder, are as follows:

None

(d) The nature of each relevant interest disposed of is as follows:

The shares being reported under this section are owned by accounts under the discretionary investment management of 5 investment management companies (Capital International, Inc., Capital International S.A., Capital Research and Management Company, Capital International Limited, and Capital Guardian Trust Company) which are direct or indirect subsidiaries of The Capital Group Companies,

Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071 and such shares are being reported in the aggregate.

Dated 3 November 2003

The Capital Group Companies, Inc.

By: _____
(Signature)

Liliane Corzo
Counsel

DIRECTIONS

1. This form must contain particulars of relevant interests held by a person or his or her associates at the date on which that person became a substantial shareholder. Notice of any subsequent change in those particular must be given, if required, in additional notice in accordance with Form 603, 604 or 605, prescribed under Section 671B, as the case requires.

2. For the purposes of completing this form, where the voting shares of a company are not divided into 2 or more classes, those shares must be taken to be a class.

3. Where there is insufficient space on this form to furnish the required information, the information is to be shown in a separate annexure.

4. Requirements relating to annexures are set out in regulation 1.06.

Annexure "A"

This is the Annexure of 8 pages marked Annexure "A" referred to in Form 605 signed by this corporation dated 31 October 2003.

The Capital Group Companies, Inc.

By: _____

Liliane Corzo
Counsel

Australia Annexure
Woolworths Limited
31 October 2003

CG Investment Management Company	Account Number	Number of Shares	% Held
Capital Guardian Trust Company	44000300	3,481,420	
	44000500	184,400	
	44000800	25,908	
	44001800	330,100	
	44002000	221,100	
	44002300	128,000	
	44003200	498,200	
	44021000	15,000	
	44021400	111,459	
	44022700	13,869	
	44022900	1,269,200	
	44023200	13,300	
	44023800	54,800	
	44023900	46,600	
	44024600	114,900	
	44025900	274,800	
	44028100	105,900	
	44028600	40,900	
	44028700	12,600	
	44029600	52,800	
	44029700	143,700	
	44030600	194,200	
	44032100	236,701	
	44034900	56,600	
	44035600	15,668	
	44035800	19,700	
	44036100	29,600	
	44036400	10,100	
	44036500	488,700	
	44036704	227,500	
	44036705	18,400	
	44036900	108,700	
	44037300	30,487	
	44037400	55,500	
	44038900	175,700	
	44040900	66,600	
	44041200	60,800	
	44042000	158,700	
	44043000	31,400	
	44043100	21,773	
	44043200	38,019	

Australia Annexure
Woolworths Limited
31 October 2003

CG Investment Management Company	Account Number	Number of Shares	% Held
Capital Guardian Trust Company	44044000	69,200	
	44044300	54,800	
	44044700	51,400	
	44045100	166,501	
	44045300	14,100	
	44045800	18,336	
	44045900	300,620	
	44046600	150,488	
	44046700	25,519	
	44046800	55,600	
	44047600	15,500	
	44049500	50,100	
	44099400	149,000	
	44241000	5,100	
	44255000	884,200	
	44255500	223,800	
	44255900	53,000	
	44256500	17,000	
	44256900	6,000	
	44258000	5,405	
	44259200	30,300	
	44259300	66,700	
	44260104	93,700	
	44261300	270,600	
	44263800	18,967	
	44267200	24,236	
	44267300	24,009	
	44267400	225,500	
	44268500	49,500	
	44268600	24,200	
	44269600	61,400	
	44269700	17,300	
	44270300	84,100	
	44270600	243,300	
	44271500	69,000	
	44271700	184,800	
	44272800	15,600	
	44273000	28,569	
	44273400	48,600	
	44273600	65,900	
	44274200	217,500	
	44274300	23,268	

Australia Annexure
Woolworths Limited
31 October 2003

CG Investment Management Company	Account Number	Number of Shares	% Held
Capital Guardian Trust Company	44276100	19,700	
	44276200	15,400	
	44277700	101,500	
	44278100	232,040	
	44278600	13,267	
	44279000	274,300	
	44279100	53,810	
	44280200	65,600	
	44281100	237,900	
	44281200	21,149	
	44281600	58,000	
	44282300	88,000	
	44282700	18,300	
	44283000	19,168	
	44283400	294,300	
	44283700	9,500	
	44283800	24,700	
	44283900	65,200	
	44284300	20,467	
	44285500	82,219	
	44285600	81,973	
	44285900	18,700	
	44286300	26,769	
	44287000	38,882	
	44287300	15,300	
	44288400	11,100	
	44288500	48,900	
	44289000	10,200	
	44289600	30,200	
	44289800	11,300	
	44290400	33,000	
	44291800	132,905	
	44292000	25,283	
	44292100	10,800	
	44295100	41,500	
	44295500	56,887	
	44295800	149,500	
	44295900	81,800	
	44296400	106,100	
	44298200	29,100	
	44298400	11,400	
	44298700	35,419	

Australia Annexure
Woolworths Limited
31 October 2003

CG Investment Management Company	Account Number	Number of Shares	% Held
Capital Guardian Trust Company	44299100	357,475	
	44299300	15,167	
	44300500	15,509	
	44300600	11,500	
	44301500	45,336	
	44302000	3,500	
	44302300	17,469	
	44302500	26,009	
	44302700	12,700	
	44303200	66,709	
	44303300	36,167	
	44303600	14,600	
	44304500	59,600	
	44304600	82,600	
	44304700	16,200	
	44305300	108,101	
	44305900	31,169	
	44306100	356,100	
	44306600	10,300	
	44307000	21,537	
	44307100	18,100	
	44307500	109,400	
	44308100	216,600	
	44308500	17,700	
	44308600	54,400	
	44309100	79,400	
	44309600	24,500	
	44309700	28,469	
	44310500	57,000	
	44311200	15,800	
	44311300	53,500	
	44313400	11,600	
	44313500	10,400	
	44313700	40,300	
	44314500	394,600	
	44314700	30,574	
	44314800	13,200	
	44315000	106,500	
	44316400	52,069	
	44316500	21,900	
	44316900	28,569	
	44317300	157,500	

Australia Annexure
Woolworths Limited
31 October 2003

CG Investment Management Company	Account Number	Number of Shares	% Held
Capital Guardian Trust Company	44317400	9,500	
	44318100	13,700	
	44318200	112,700	
	44318300	10,500	
	44319000	50,500	
	44320100	30,037	
	44320600	10,300	
	44321600	58,100	
	44321900	43,300	
	44323000	13,800	
	44323300	14,100	
	44323700	41,300	
	44323800	33,700	
	44324000	52,884	
	44326600	5,100	
	44326800	26,749	
	44328100	13,500	
	44328400	28,700	
	44328900	1,055,600	
	44329300	21,337	
	44329500	39,100	
	44330800	47,200	
	44331100	32,200	
	44331200	46,900	
	44331600	13,800	
	44331900	82,400	
	44332000	18,400	
	44332300	40,700	
	44332400	32,300	
	44332600	22,100	
	44333100	148,600	
	44334800	13,000	
	44335700	6,100	
	44336000	105,100	
	44336100	25,800	
	44336500	3,900	
	44338600	14,200	
	44338800	136,900	
	44339200	64,700	
	44339400	17,600	
	44339800	32,835	
	44340400	13,700	

Australia Annexure
Woolworths Limited
31 October 2003

CG Investment Management Company	Account Number	Number of Shares	% Held
Capital Guardian Trust Company	44341100	8,300	
	44341300	4,600	
	44341600	41,300	
	44341900	86,700	
	44342000	18,900	
	44343600	13,500	
	44344500	9,300	
	44344600	42,100	
	44344700	5,072	
	44344800	12,000	
	44345600	310,600	
	44346000	18,200	
	44346500	15,500	
	44346900	48,300	
	44347400	16,600	
	44348800	33,800	
	44349500	5,900	
	44349600	8,200	
	44350400	13,900	
	44350600	186,500	
	44350700	24,925	
	44351200	46,876	
	44351300	13,925	
	44351400	11,875	
	44351500	40,700	
	44351800	44,000	
	44351900	47,000	
	44352000	143,200	
	44352100	54,555	
	44352200	30,031	
	44352400	23,500	
	44451800	49,400	
	44491100	24,573	
	44491200	15,400	
	44491300	10,600	
	44491400	56,316	
	44491500	52,300	
	44491600	30,000	
	44800100	17,579	
	44951300	187,500	

Australia Annexure
Woolworths Limited
31 October 2003

CG Investment Management Company	Account Number	Number of Shares	% Held
		23,384,358	
Capital International Limited	43415900	11,271	
	43418300	21,000	
	43426100	54,114	
	43426200	168,000	
	43463100	75,700	
	43464700	71,272	
	43466100	574,700	
	43560100	31,900	
	43565100	22,100	
	43565200	20,100	
	43565300	57,800	
	43565400	33,000	
	43565500	48,000	
	43565600	42,700	
	43565700	18,600	
	43565800	58,881	
	43565900	11,400	
	43566100	136,500	
	43566200	31,000	
		1,488,038	
Capital International S.A.	45415700	33,875	
	45415800	11,077	
	45426000	154,300	
		199,252	
Capital International, Inc.	46343400	8,011	
		8,011	
Capital Research and Management Company	11000006	5,610,117	
	11000014	1,000,000	
	11000016	12,968,193	
	11000033	5,590,676	
	11000071	580,126	

Australia Annexure
Woolworths Limited
31 October 2003

CG Investment Management Company	Account Number	Number of Shares	% Held
Capital Research and Management Company	11000077	300,675	
	11000813	25,332	
		26,075,119	
GRAND TOTAL		**51,154,778**	**4.99%**

Nominee List
Woolworths Limited
31 October 2003

Nominee Name

ANZ Nominees
Level 25, Collins Street
GPO Box 2842 AA
Melbourne 3001 VIC

44240000	14,900
44282700	62,400
44298200	32,400
44333100	287,100
45415800	11,077
44282700	32,100
44298200	38,100
44333100	269,400
45415800	11,077
44282700	18,300
44298200	29,100
44333100	119,400
45415800	11,077
44282700	18,300
44298200	29,100
44333100	148,600
45415800	11,077
Total Shares:	1,143,508

ANZ Nominees Limited (Melbourne)
GPO Box 2842AA
Melbourne, Victoria 3001
Australia

43054400	41,075
43565100	22,100
44328100	39,100
43054400	41,075
43565100	22,100
44328100	36,500
43565100	22,100
44328100	13,500
43565100	22,100
44328100	13,500
Total Shares:	273,150

Nominee List
Woolworths Limited
31 October 2003

Nominee Name

Australia & New Zealand Banking Grp Ltd
35, Elisabeth Street
PO Box 2842AA
Melbourne VIC 3000

44294300	273,300
44294300	131,500
Total Shares:	404,800

Bankers Trust Australia
Level 9, The Chifley Tower
2, Chifley Square
Sydney NSW 2000, Australia

44271700	488,800
44269700	48,800
44040900	187,200
44046800	138,500
44036900	223,700
44268600	62,200
44044300	54,800
44038500	116,900
44021400	214,959
44263800	41,167
44041200	168,300
44034900	130,600
44283700	15,100
44283900	190,200
44289600	79,000
43418300	21,000
44298400	25,600
44298700	96,319
44302300	36,969
44303300	64,067
45415700	33,875
44306600	24,600
44271700	451,800
44269700	34,600
44040900	173,600
44046800	86,600
44036900	223,700
44268600	51,600
44044300	54,800
44021400	214,959

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44263800	41,167
44041200	155,800
44034900	88,600
44283700	12,500
44283900	151,200
44289600	76,200
43418300	21,000
44298400	16,900
44298700	54,919
44302300	36,969
44303300	64,067
45415700	33,875
44306600	17,800
44271700	184,800
44269700	17,300
44040900	66,600
44046800	55,600
44036900	108,700
44268600	24,200
44044300	54,800
44021400	111,459
44263800	18,967
44041200	60,800
44034900	56,600
44283700	9,500
44283900	65,200
44289600	30,200
43418300	21,000
44298400	11,400
44298700	35,419
44302300	17,469
44303300	36,167
45415700	33,875
44306600	10,300
44271700	184,800
44269700	17,300
44040900	66,600
44046800	55,600
44036900	108,700
44268600	24,200
44044300	54,800
44021400	111,459
44263800	18,967

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44041200	60,800
44034900	56,600
44283700	9,500
44283900	65,200
44289600	30,200
43418300	21,000
44298400	11,400
44298700	35,419
44302300	17,469
44303300	36,167
45415700	33,875
44306600	10,300
Total Shares:	6,586,024

Chase Manhattan Bank Australia Limited
Level 36 World Trade Centre
Jamison Street
Sydney, NSW 2000 Australia

44028700	30,800
44002000	640,700
11000016	18,608,428
44043100	49,173
44024600	324,500
44000300	8,708,220
44035800	30,700
44255500	580,800
44022900	2,769,200
44028600	98,300
44255000	2,568,800
44267400	403,300
44000800	49,008
44099400	390,800
44270600	255,700
44036500	1,427,400
44003200	1,324,800
44000500	585,400
44021000	29,500
44043000	74,500
44255900	119,400
46484000	1,280,100
44281100	659,400
44002300	338,600

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
11000033	4,418,307
11000006	9,610,903
44288500	116,900
44292000	51,683
44295100	102,500
44295000	41,973
44256500	14,200
44303200	102,709
44001800	726,100
44028700	27,100
44002000	323,100
11000016	17,847,794
44043100	32,773
44024600	231,200
44000300	8,662,520
44035800	30,700
44255500	223,800
44022900	2,769,200
44028600	89,400
44255000	2,074,200
44267400	225,500
44000800	49,008
44099400	334,000
44270600	406,300
44036500	1,279,200
44003200	1,248,200
11000014	1,000,000
44000500	184,400
44021000	23,300
44043000	74,500
44255900	83,000
44281100	604,900
44002300	321,000
11000033	5,590,676
11000006	5,610,117
44288500	116,900
44292000	51,683
44295100	102,500
44295000	16,473
44256500	17,000
44303200	102,709
44001800	726,100
44350600	471,500

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44352000	362,200
44352400	58,000
44028700	12,600
44002000	221,100
11000016	17,301,333
44043100	21,773
44024600	114,900
44000300	3,526,520
44035800	19,700
44255500	223,800
44022900	1,269,200
44028600	40,900
44255000	884,200
44267400	225,500
44000800	25,908
44099400	149,000
44270600	243,300
44036500	488,700
44003200	498,200
11000014	1,000,000
44000500	184,400
44021000	15,000
44043000	31,400
44255900	53,000
44281100	237,900
44002300	128,000
11000033	5,590,676
11000006	5,610,117
44288500	48,900
44292000	25,283
44295100	41,500
44256500	17,000
44303200	66,709
44001800	330,100
44350600	186,500
44352000	143,200
44352400	58,000
44028700	12,600
44002000	221,100
11000016	12,968,193
44043100	21,773
44024600	114,900
44000300	3,481,420

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44035800	19,700
44255500	223,800
44022900	1,269,200
44028600	40,900
44255000	884,200
44267400	225,500
44000800	25,908
44099400	149,000
44270600	243,300
44036500	488,700
44003200	498,200
11000014	1,000,000
44000500	184,400
44021000	15,000
44043000	31,400
44255900	53,000
44281100	237,900
44002300	128,000
11000033	5,590,676
11000006	5,610,117
44288500	48,900
44292000	25,283
44295100	41,500
44256500	17,000
44303200	66,709
44001800	330,100
44350600	186,500
44352000	143,200
44352400	23,500
Total Shares:	181,559,655

Chase Manhattan Nominee Ltd.
Australia

44308100	385,200
43541000	48,382
43542000	39,581
44314700	82,374
44258000	12,105
44451800	128,800
44491200	50,400
44330800	121,900
44491500	160,300

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44259300	186,600
44951300	398,300
44256900	24,200
44339200	172,000
44308100	385,200
43541000	70,682
43542000	39,581
44314700	54,374
44258000	11,405
44451800	123,400
44491200	23,700
44330800	116,500
44491500	80,700
44259300	155,700
44951300	422,500
44256900	16,500
44339200	164,700
44259200	52,300
44308100	216,600
44314700	30,574
44258000	5,405
44451800	49,400
44491200	15,400
44330800	47,200
44491500	52,300
44259300	66,700
44951300	187,500
44256900	6,000
44339200	64,700
44259200	30,300
44308100	216,600
44314700	30,574
44258000	5,405
44451800	49,400
44491200	15,400
44330800	47,200
44491500	52,300
44259300	66,700
44951300	187,500
44256900	6,000
44339200	64,700
44259200	30,300
44352100	54,555

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44352200	30,031
Total Shares:	5,156,128

Citicorp Nominees PTY Ltd
Level 26, Mitre 502-30
101 Collins Street
Melbourne, Victoria 3000

44276200	25,900
44273200	829,300
44276200	25,900
44276200	15,400
44276200	15,400
Total Shares:	911,900

Commonwealth Bank of Australia
Level 7, Bank House, 309-315 George St.
Sydney NSW 2000
Australia

44045800	45,836
44267200	50,436
44278600	19,767
44286300	66,069
44285900	30,700
44042000	338,200
44304500	119,500
44309100	169,200
44318300	17,500
44045800	36,436
44267200	50,436
44278600	19,767
44286300	63,269
44285900	30,700
44042000	338,200
44304500	92,600
44309100	134,200
44318300	17,500
44045800	18,336
44267200	24,236
44278600	13,267
44286300	26,769
44285900	18,700

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44042000	158,700
44304500	59,600
44309100	79,400
44318300	10,500
44045800	18,336
44267200	24,236
44278600	13,267
44286300	26,769
44285900	18,700
44042000	158,700
44304500	59,600
44309100	79,400
44318300	10,500
Total Shares:	2,459,332

Mellon Trust

44302500	49,009
44302500	49,009
44302500	26,009
44302500	26,009
Total Shares:	150,036

National Australian Bank LTD.
271 Collins St.
5th Floor South
Melbourne, Victoria 3000

44028100	281,500
44045100	441,001
44044000	151,300
44045300	35,600
44043700	43,768
44272800	34,300
44023600	424,800
44268500	221,300
44038000	235,801
44267300	53,909
44036100	67,100
44269600	148,700
44030600	561,800
44042200	145,700
44029100	82,501

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44032100	579,201
44025900	664,800
44035600	32,068
44273400	125,500
44274200	630,400
44273600	116,500
44046700	60,519
44279100	151,310
44279000	797,400
44282300	183,000
44274300	64,468
44289800	22,800
44289000	25,000
44292100	22,100
44036705	102,200
44036704	795,000
44295500	125,187
44301500	85,236
44302200	96,500
44302700	21,800
44303600	38,100
44304600	173,700
44304700	41,000
44305300	288,401
44306100	356,100
44308500	45,900
44311200	28,700
44307100	33,100
44312700	64,490
43466100	574,700
44316500	57,200
44317400	73,300
44320100	64,037
43426100	84,114
44323000	36,400
44321600	127,700
44323300	33,400
44323700	120,900
44324000	110,884
44326600	14,600
44326800	61,649
44328400	70,800
44327900	54,700

Nominee List
Woolworths Limited
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Nominee Name	
44491400	150,216
44331200	99,900
44331600	29,300
43565200	20,100
44334800	47,800
44336500	10,800
44336900	13,700
44338600	37,200
44338800	328,000
43565500	48,000
44340400	37,100
43560100	31,900
43565600	42,700
44341300	11,200
43565700	18,600
46343400	8,011
43565800	58,881
44341900	152,700
44344600	138,800
44344700	17,172
44344800	34,800
43565900	11,400
44346000	49,800
44346500	39,700
44346200	99,700
44346900	143,000
44347400	50,000
43566100	136,500
44028100	211,500
44037400	103,600
44045100	407,501
44044000	151,300
44045300	35,600
44043700	43,768
44272800	34,300
44268500	98,200
44038000	72,901
44267300	53,909
44036100	67,100
44269600	142,200
44030600	514,200
44042200	46,900
44029100	82,501

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44032100	579,201
44025900	664,800
44035600	15,668
44273400	125,500
44274200	630,400
44273600	116,500
44046700	60,519
44279100	139,510
44279000	701,400
44282300	183,000
44274300	58,468
44289800	25,400
44289000	15,800
44292100	17,600
44036705	32,900
44036704	451,900
44295500	89,687
44301500	85,236
44302200	96,500
44302700	17,900
44303600	38,100
44304600	173,700
44304700	41,000
44305300	274,101
44306100	356,100
44308500	43,300
44311200	37,300
44307100	33,100
44312700	33,290
43466100	574,700
44314800	13,200
44316500	54,700
44317400	20,000
44320100	64,037
43426100	54,114
44323000	33,800
44321600	89,000
44323300	23,400
44323700	111,500
44324000	110,884
44326600	14,600
44326800	58,749
44328400	56,700

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44491400	87,716
44331200	99,900
44331600	29,300
43565200	20,100
44334800	27,300
44336500	10,800
44336900	8,700
44338600	27,700
44338800	307,900
43565500	48,000
44340400	34,600
43560100	31,900
43565600	42,700
44341300	9,800
43565700	18,600
46343400	8,011
43565800	58,881
44341900	176,700
44344600	116,100
44344700	14,572
44344800	28,500
43565900	11,400
44346000	28,200
44346500	37,000
44346200	34,500
44346900	84,300
44347400	25,700
43566100	136,500
44349500	15,000
44351900	97,000
44028100	105,900
44037400	55,500
44045100	166,501
44044000	69,200
44045300	14,100
44043700	19,568
44272800	15,600
44268500	49,500
44267300	24,009
44036100	29,600
44269600	61,400
44030600	194,200
44029100	40,401

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44032100	236,701
44025900	274,800
44035600	15,668
44273400	48,600
44274200	630,400
44273600	65,900
44046700	25,519
44279100	53,810
44279000	274,300
44282300	88,000
44274300	23,268
44289800	11,300
44289000	10,200
44292100	10,800
44036705	18,400
44036704	227,500
44295500	56,887
44301500	45,336
44302200	43,400
44302700	12,700
44303600	14,600
44304600	82,600
44304700	16,200
44305300	108,101
44306100	356,100
44308500	17,700
44311200	15,800
44307100	18,100
44312700	21,490
43466100	574,700
44314800	13,200
44316500	21,900
44317400	9,500
44320100	30,037
43426100	54,114
44323000	13,800
44321600	58,100
44323300	14,100
44323700	41,300
44324000	52,884
44326600	14,600
44326800	26,749
44328400	28,700

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44491400	56,316
44331200	46,900
44331600	13,800
43565200	20,100
44334800	13,000
44336500	3,900
44338600	14,200
44338800	136,900
43565500	48,000
44340400	13,700
43560100	31,900
43565600	42,700
44341300	4,600
43565700	18,600
46343400	8,011
43565800	58,881
44341900	86,700
44344600	42,100
44344700	5,072
44344800	12,000
43565900	11,400
44346000	18,200
44346500	15,500
44346900	48,300
44347400	16,600
43566100	136,500
44349500	5,900
44351900	47,000
44028100	105,900
44037400	55,500
44045100	166,501
44044000	69,200
44045300	14,100
44272800	15,600
44268500	49,500
44267300	24,009
44036100	29,600
44269600	61,400
44030600	194,200
44032100	236,701
44025900	274,800
44035600	15,668
44273400	48,600

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44274200	217,500
44273600	65,900
44046700	25,519
44279100	53,810
44279000	274,300
44282300	88,000
44274300	23,268
44289800	11,300
44289000	10,200
44292100	10,800
44036705	18,400
44036704	227,500
44295500	56,887
44301500	45,336
44302700	12,700
44303600	14,600
44304600	82,600
44304700	16,200
44305300	108,101
44306100	356,100
44308500	17,700
44311200	15,800
44307100	18,100
43466100	574,700
44314800	13,200
44316500	21,900
44317400	9,500
44320100	30,037
43426100	54,114
44323000	13,800
44321600	58,100
44323300	14,100
44323700	41,300
44324000	52,884
44326600	5,100
44326800	26,749
44328400	28,700
44491400	56,316
44331200	46,900
44331600	13,800
43565200	20,100
44334800	13,000
44336500	3,900

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44338600	14,200
44338800	136,900
43565500	48,000
44340400	13,700
43560100	31,900
43565600	42,700
44341300	4,600
43565700	18,600
46343400	8,011
43565800	58,881
44341900	86,700
44344600	42,100
44344700	5,072
44344800	12,000
43565900	11,400
44346000	18,200
44346500	15,500
44346900	48,300
44347400	16,600
43566100	136,500
44349500	5,900
44351900	47,000
Total Shares:	32,864,035

National Nominees
82 Pitt Street
Sydney, NSW 2000
Australia

44290400	85,400
44315000	185,100
44339400	73,000
44343000	140,300
44343600	41,900
44290400	80,000
44315000	185,100
44339400	24,600
44343000	86,200
44343600	36,000
44290400	33,000
44315000	106,500
44339400	17,600
44343600	13,500

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44290400	33,000
44315000	106,500
44339400	17,600
44343600	13,500
Total Shares:	1,278,800

Northern Trust
c/o NorTrust Nominees Limited
155 Bishopsgate
London EC2M 3XS

44331100	86,800
44331100	72,200
44331100	32,200
44331100	32,200
Total Shares:	223,400

Westpac Banking Corp

44022700	28,869
44029700	459,500
44023200	18,200
44023900	109,500
44037300	79,887
44277700	274,500
44281200	52,049
46460000	73,789
44291800	294,905
45054300	32,624
44299100	923,675
43463100	75,700
43426200	168,000
44022700	24,869
44029700	311,400
44023200	24,300
44023900	98,400
44037300	30,487
44277700	258,500
44281200	34,049
44291800	294,905
45054300	32,624
44299100	580,475
43463100	75,700

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
43426200	168,000
44022700	13,869
44029700	143,700
44023200	13,300
44023900	46,600
44037300	30,487
44277700	101,500
44281200	21,149
44291800	132,905
44299100	357,475
43463100	75,700
43426200	168,000
44022700	13,869
44029700	143,700
44023200	13,300
44023900	46,600
44037300	30,487
44277700	101,500
44281200	21,149
44291800	132,905
44299100	357,475
43463100	75,700
43426200	168,000
Total Shares:	6,734,277

Westpac Custodian Nominees
50 Pitt Street, 8th Floor
Sydney, NSW 2000
Australia

44271500	184,500
44036400	20,200
44273000	86,869
44043200	105,919
44045900	817,920
44029600	93,800
44261300	718,600
44270300	238,400
44038900	411,900
44046600	392,188
44047600	34,000
44023800	136,700
44044700	109,400

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44049500	118,100
11000071	1,400,307
44278100	466,040
44280200	173,300
44281600	167,200
44283000	63,368
44283400	294,300
44283800	51,700
11000077	641,390
44284300	38,467
44285600	195,973
44285500	82,219
44287000	105,482
44287300	37,600
44288400	25,100
44295800	357,600
44295900	203,600
45426000	154,300
44260104	184,700
44299300	30,867
44300500	42,109
44300600	29,300
44296400	246,100
44307500	154,400
44307000	55,737
44308600	151,700
44309600	65,100
44309700	63,469
44311300	128,500
44305900	79,769
44310500	156,500
44276100	59,500
44302000	8,300
44313100	7,321
44313400	25,300
44313500	13,000
44313700	91,000
46460400	28,800
44314500	618,200
44316900	42,469
44316400	110,069
44317300	327,500
44318100	38,600

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44318200	275,700
44319000	141,000
44321900	105,000
44320600	15,400
44323100	28,900
44323200	84,100
44323800	92,100
44800100	43,079
44329300	72,137
44328900	2,119,800
44329500	89,300
44491100	49,073
44491300	32,500
44331900	228,100
44332000	26,200
44332300	65,800
44332400	80,100
44332600	45,600
44335700	11,400
44336000	261,800
43565300	57,800
44336100	67,400
43565400	33,000
44491600	83,100
44339800	60,835
44341800	11,300
44341100	34,000
44341600	105,100
44342000	55,000
44344500	29,800
44345600	764,600
43464700	71,272
11000813	15,332
44241000	8,800
44271500	175,100
44036400	17,900
44273000	42,069
44043200	56,219
44045900	769,220
44029600	93,800
44261300	685,600
44270300	220,100
44038900	411,900

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44046600	368,488
44047600	34,000
44023800	54,800
44044700	109,400
44049500	118,100
11000071	930,807
44278100	466,040
44280200	161,300
44281600	150,000
44283000	36,168
44283400	294,300
44283800	51,700
11000077	446,375
44284300	31,467
44285600	195,973
44285500	82,219
44287000	105,482
44287300	37,600
44288400	21,600
44295800	399,500
44295900	217,300
45426000	154,300
44260104	141,700
44299300	23,967
44300500	20,809
44300600	24,000
44296400	246,100
44307500	109,400
44307000	47,537
44308600	141,000
44309600	62,400
44309700	63,469
44311300	128,500
44305900	77,169
44310500	130,000
44276100	46,000
44302000	5,000
44313400	18,100
44313500	13,000
44313700	72,000
44314500	929,600
44316900	46,369
44316400	110,069

Nominee List
Woolworths Limited
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Nominee Name	
44317300	327,500
44318100	35,700
44318200	275,700
44319000	115,800
44321900	105,000
44320600	22,000
44323100	20,400
44323200	36,600
44323800	86,700
44800100	43,079
44329300	66,337
44328900	1,829,600
44329500	89,300
44491100	36,073
44491300	16,700
44331900	210,600
44332000	26,200
44332300	86,800
44332400	77,900
44332600	45,600
44335700	11,400
44336000	256,400
43565300	57,800
44336100	64,800
43565400	33,000
44491600	47,100
44339800	60,835
44341800	3,800
44341100	20,300
44341600	49,200
44342000	18,900
44344500	23,600
44345600	700,600
43464700	71,272
11000813	25,332
44348800	87,500
44241000	8,800
43566200	31,000
44349600	18,000
44350700	71,425
44351500	104,700
44350400	18,000
44351800	97,000

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44351200	99,876
44351300	29,925
44351400	24,875
43415900	11,271
44271500	69,000
44036400	10,100
44273000	28,569
44043200	38,019
44045900	300,620
44029600	52,800
44261300	270,600
44270300	84,100
44038900	175,700
44046600	150,488
44047600	15,500
44023800	54,800
44044700	51,400
44049500	50,100
11000071	844,477
44278100	232,040
44280200	65,600
44281600	58,000
44283000	19,168
44283400	294,300
44283800	24,700
11000077	410,475
44284300	20,467
44285600	81,973
44285500	82,219
44287000	38,882
44287300	15,300
44288400	11,100
44295800	149,500
44295900	81,800
45426000	154,300
44260104	93,700
44299300	15,167
44300500	15,509
44300600	11,500
44296400	106,100
44307500	109,400
44307000	21,537
44308600	54,400

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44309600	24,500
44309700	28,469
44311300	53,500
44305900	31,169
44310500	57,000
44276100	19,700
44302000	3,500
44313400	11,600
44313500	10,400
44313700	40,300
44314500	394,600
44316900	28,569
44316400	52,069
44317300	157,500
44318100	13,700
44318200	112,700
44319000	50,500
44321900	43,300
44320600	10,300
44323200	21,500
44323800	33,700
44800100	17,579
44329300	21,337
44328900	1,055,600
44329500	39,100
44491100	24,573
44491300	10,600
44331900	82,400
44332000	18,400
44332300	40,700
44332400	32,300
44332600	22,100
44335700	6,100
44336000	105,100
43565300	57,800
44336100	25,800
43565400	33,000
44491600	30,000
44339800	32,835
44341100	8,300
44341600	41,300
44342000	18,900
44344500	23,600

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44345600	310,600
43464700	71,272
11000813	25,332
44348800	33,800
44241000	5,100
43566200	31,000
44349600	8,200
44350700	24,925
44351500	40,700
44350400	13,900
44351800	44,000
44351200	99,876
44351300	29,925
44351400	24,875
43415900	11,271
44271500	69,000
44036400	10,100
44273000	28,569
44043200	38,019
44045900	300,620
44029600	52,800
44261300	270,600
44270300	84,100
44038900	175,700
44046600	150,488
44047600	15,500
44023800	54,800
44044700	51,400
44049500	50,100
11000071	580,126
44278100	232,040
44280200	65,600
44281600	58,000
44283000	19,168
44283400	294,300
44283800	24,700
11000077	300,675
44284300	20,467
44285600	81,973
44285500	82,219
44287000	38,882
44287300	15,300
44288400	11,100

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44295800	149,500
44295900	81,800
45426000	154,300
44260104	93,700
44299300	15,167
44300500	15,509
44300600	11,500
44296400	106,100
44307500	109,400
44307000	21,537
44308600	54,400
44309600	24,500
44309700	28,469
44311300	53,500
44305900	31,169
44310500	57,000
44276100	19,700
44302000	3,500
44313400	11,600
44313500	10,400
44313700	40,300
44314500	394,600
44316900	28,569
44316400	52,069
44317300	157,500
44318100	13,700
44318200	112,700
44319000	50,500
44321900	43,300
44320600	10,300
44323800	33,700
44800100	17,579
44329300	21,337
44328900	1,055,600
44329500	39,100
44491100	24,573
44491300	10,600
44331900	82,400
44332000	18,400
44332300	40,700
44332400	32,300
44332600	22,100
44335700	6,100

Nominee List
Woolworths Limited
31 October 2003

Nominee Name	
44336000	105,100
43565300	57,800
44336100	25,800
43565400	33,000
44491600	30,000
44339800	32,835
44341100	8,300
44341600	41,300
44342000	18,900
44344500	9,300
44345600	310,600
43464700	71,272
11000813	25,332
44348800	33,800
44241000	5,100
43566200	31,000
44349600	8,200
44350700	24,925
44351500	40,700
44350400	13,900
44351800	44,000
44351200	46,876
44351300	13,925
44351400	11,875
43415900	11,271
Total Shares:	46,620,917