WOOLWORTHS LIMITED

A.B.N 88 000 014 675

28 April, 2006

The Manager, Companies
Australian Stock Exchange Limited
Company Announcements Office
Level 4, 20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

ASX ANNOUNCEMENT – WOOLWORTHS LIMITED (ASX Code: WOW)

SECTION 708A(5)(e) Notice – Issue of shares without a disclosure document

Woolworths Limited (**Woolworths**) notifies the Australian Stock Exchange (**ASX**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

1. Woolworths has issued 9,456,567 ordinary shares (prior to adjustments) to participants in Woolworths' Dividend Reinvestment Plan (**DRP**) and 8,193,516 ordinary shares to Merrill Lynch International (Australia) Pty Limited pursuant to the DRP Underwriting Agreement dated 31 December 2004.

2. Woolworths has issued the shares without disclosure under Part 6D.2 of the Corporations Act.

3. As at the date of this Announcement, Woolworths has complied with the provisions of Chapter 2M of the Corporations Act as they apply to Woolworths.

4. As at the date of this Announcement, Woolworths has complied with section 674 of the Corporations Act.

5. There is no information that has been excluded from a continuous disclosure notice in accordance with the listing rules of ASX and that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:

   (a) the assets and liabilities, financial position and performance, profits and losses and prospects of Woolworths; or

   (b) the rights and liabilities attaching to the shares.

For further information, please contact the undersigned on (02) 8885 0000.

PETER J HORTON
Company Secretary

WOOLWORTHS LIMITED

A.B.N. 88 000 014 675

28 April 2006

The Manager, Companies
Australian Stock Exchange Limited
Company Announcements Office
Exchange Centre
Level 4
20 Bridge Street
Sydney NSW 2000

Dear Sir

RE: **LISTING RULE 3.10.5 – INTERIM DIVIDEND PAYABLE 28 APRIL 2006**

Woolworths Limited advises that all cheques, by way of payment of the Interim dividend of 28c per ordinary fully paid share, fully franked at the rate of 30%, have been mailed to shareholders today, 28 April 2006. Shareholders participating in the CEMTEX (direct credit) facility will have payment credited to their accounts on 28 April 2006.

In accordance with the Dividend Reinvestment Plan (DRP) 9,456,567 ordinary fully paid shares were allotted and issued on 28 April 2006 to 162,706 shareholders participating in full or in part in the Plan. Participants in the Plan represent 52.93% of the total issued capital prior to the allotment. The issue price under the Plan is $18.2555.

Under the Dividend Reinvestment Plan Underwriting Agreement, Woolworths Limited have also allotted 8,193,516 ordinary fully paid shares on 28 April 2006.

Application for Quotation of the shares issued under the Dividend Reinvestment Plan and the Underwriting Agreement will be made within ten (10) business days of the allotment date, in accordance with Listing Rule 2.8.3.

For and on Behalf of
WOOLWORTHS LIMITED

PETER J HORTON
COMPANY SECRETARY