WOOLWORTHS LIMITED
ABN 88 000 014 675

1 Woolworths Way, Bella Vista
New South Wales 2153 Australia
Telephone +61 2 8885 0000
Facsimile +61 2 8885 0001
woolworthslimited.com.au

16 August 2011

The Manager, Companies
Australian Securities Exchange
Company Announcements office
Level 4 20 Bridge Street
Sydney NSW 2000

Dear Sir,

WOOLWORTHS NOTES - INTENTION TO REDEEM

Please see following documentation which was mailed to holders of Woolworths Notes at yesterday's date, advising them of our intention to redeem, in whole, all of the Woolworths Notes on 15 September 2011.

For and on behalf of
WOOLWORTHS LIMITED

PETER J HORTON
Group General Counsel and Company Secretary

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15 August 2011

Dear Investor,

On behalf of the Board of Directors, I wish to advise you of our intention to redeem all of the Woolworths Notes on 15 September 2011. Please see the enclosed redemption notice in this regard.

The Notes are expected to cease trading on the Australian Securities Exchange on Thursday, 1 September 2011. Woolworths Notes holders who are on the register at 7.00pm (Sydney time) on Wednesday, 7 September 2011 will be entitled to be paid on 15 September 2011, redemption proceeds of $100 face value per Woolworths Note, plus the final interest payment of $1.54 per Woolworths note (which is the accumulated interest up to and including 14 September 2011).

On behalf of the Board, I would like to thank you for your investment in the Woolworths Notes and your continuing support of Woolworths.

Yours sincerely,

James Strong

James Strong
Chairman

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TO: Holders of Woolworths Notes

WOOLWORTHS NOTES: REDEMPTION NOTICE

Woolworths Limited (**Woolworths**) gives notice of its intention to redeem, in whole, all of the notes (known as Woolworths Notes) issued by Woolworths in accordance with the terms of issue set out in schedule 1 (**Terms of Issue**) to the Trust Deed Relating to Woolworths Notes between Woolworths and The Trust Company (Australia) Limited (previously Permanent Trustee Company Limited) dated 3 April 2006.

The redemption of the Woolworths Notes will occur on 15 September 2011.

This notice is an Issuer Realisation Notice for the purposes of, and issued under, clause 7.1(a)(ii) of the Terms of Issue.

DATED: 15 August 2011

For and on behalf of
WOOLWORTHS LIMITED

PETER J HORTON
Group General Counsel and Company Secretary