

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                                    |
|------------------------------------|
| Name of entity: Woolworths Limited |
| ABN: 88 000 014 675                |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                     |               |
|---------------------|---------------|
| Name of Director    | Grant O'Brien |
| Date of last notice | 4 April 2011  |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                 |                                                                                                                                                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| Direct or indirect interest                                                                                                                                     | Direct                                                                                                                                                 |
| Nature of indirect interest<br>(including registered holder)<br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Registered holder and beneficial owner                                                                                                                 |
| Date of change                                                                                                                                                  | 25 August 2011                                                                                                                                         |
| No. of securities held prior to change                                                                                                                          | 1) 20,000 Shares<br>2) 185,000 Options<br>3) 40,600 Rights                                                                                             |
| Class                                                                                                                                                           | 1) Ordinary fully paid shares<br>2) Unlisted Options over ordinary fully paid shares<br>3) Unlisted Performance Rights over ordinary fully paid shares |
| Number acquired                                                                                                                                                 | 4870 Shares                                                                                                                                            |
| Number disposed                                                                                                                                                 | 0                                                                                                                                                      |
| Value/Consideration<br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                               | Nil                                                                                                                                                    |

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+ See chapter 19 for defined terms.

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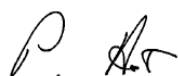
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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| No. of securities held after change                                                                                                                                                 | 1) 24,870 Shares<br>2) 185,000 Options<br>3) 40,600 Rights                                                                                                                  |
| Nature of change<br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | 4870 shares issued pursuant to the maturity of performance rights granted under the terms and conditions of the Woolworths Limited Long Term Incentive Plan (LTIP) in 2008. |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

|                                                                                                                                                                                         |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| Detail of contract                                                                                                                                                                      | n/a |
| Nature of interest                                                                                                                                                                      |     |
| Name of registered holder<br>(if issued securities)                                                                                                                                     |     |
| Date of change                                                                                                                                                                          |     |
| No. and class of securities to which<br>interest related prior to change<br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |     |
| Interest acquired                                                                                                                                                                       |     |
| Interest disposed                                                                                                                                                                       |     |
| Value/Consideration<br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                    |     |



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PETER J HORTON  
COMPANY SECRETARY  
Date: 29 August 2011

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+ See chapter 19 for defined terms.