

27 October 2011

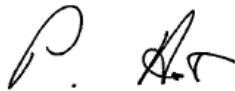
The Manager, Companies  
Australian Securities Exchange  
Company Announcements Office  
Level 4, 20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam,

**Re: Woolworths Notes II – indicative Appendix 3B (replacement)**

Attached is the indicative Appendix 3B (replacement) pursuant to the issue, scheduled for 24 November 2011, of the Woolworths Notes II.

For and on behalf of  
**WOOLWORTHS LIMITED**



**PETER J HORTON**  
Group General Counsel and Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Woolworths Limited

ABN

88 000 014 675

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Dated, unsecured, subordinated, cumulative notes be known as "Woolworths Notes II" |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Approximately 7,000,000 with the ability to issue more or less                     |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | See Attachment to Appendix 3B under heading "Appendix A"                           |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No</p> <p>Not Applicable</p>				
<p>5 Issue price or consideration</p>	<p>\$100 per Woolworths Notes II</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Proceeds from the Woolworths Notes II will be used for general corporate purposes</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Issue is scheduled for 24 November 2011</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 1561 997 1601">Number</th> <th data-bbox="997 1561 1283 1601">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1601 997 1823">1,224,509,989</td> <td data-bbox="997 1601 1283 1823">Ordinary shares</td> </tr> </tbody> </table>	Number	+Class	1,224,509,989	Ordinary shares
Number	+Class				
1,224,509,989	Ordinary shares				

---

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	17,889,290 4,595,205 636,000	Options Performance Rights Retention Rights
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable to Woolworths Notes II	

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	Not applicable.
12 Is the issue renounceable or non-renounceable?	Not applicable.
13 Ratio in which the +securities will be offered	Not applicable.
14 +Class of +securities to which the offer relates	Not applicable.
15 +Record date to determine entitlements	Not applicable.
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable.
17 Policy for deciding entitlements in relation to fractions	Not applicable.
18 Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Not applicable.

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

19	Closing date for receipt of acceptances or renunciations	Not applicable.
20	Names of any underwriters	Not applicable.
21	Amount of any underwriting fee or commission	Not applicable.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.

---

+ See chapter 19 for defined terms.

- |    |  |                 |
|----|--|-----------------|
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable. |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?                    | Not applicable. |
| 33 | +Despatch date   | Not applicable. |

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought 

Not applicable.
-----------------

39 Class of +securities for which quotation is sought 

Not applicable.
-----------------

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  
  
 If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable.
-----------------

41 Reason for request for quotation now  
  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another security, clearly identify that other security)

Not applicable.
-----------------

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Not applicable.	Not applicable.

---

+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

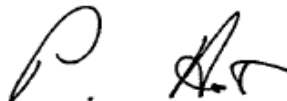
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date 27/10/2011  
(Director/Company secretary)

PETER J HORTON

Print name: .....

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

== == == == ==

---

+ See chapter 19 for defined terms.