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

24 November 2011

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

Dear Sir/Madam

RE: Woolworths Limited – 2011 Annual General Meeting
Listing Rule 3.13.2 and Sections 251AA(1) and (2) of the Corporations Act

For the purpose of Listing Rule 3.13.2 and Sections 251AA(1) and (2) of the Corporations Act, I advise that:

- At the Annual General Meeting of Shareholders held today, Resolutions 2, 3(a), 3(b), 3(c) and 4 were passed on a poll with the requisite majority of votes. These results reflect the recommendations of the directors as set out in the Notice of Meeting.

- For each of the Ordinary Resolutions as set out in the Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed are disclosed in Attachment "A" and the total number of votes cast on the poll in favour of the resolution, against the resolution, open and abstaining on the resolution are disclosed in Attachment "B".

For and on behalf of
WOOLWORTHS LIMITED

PETER J HORTON
Group General Counsel and Company Secretary

WOOLWORTHS LIMITED
ABN 88 000 014 675

Proxy Summary - Votes
Annual General Meeting
Thursday, 24 November 2011

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 2 - Adoption of Remuneration Report							
CHAIRMAN OF THE MEETING	398,167,007	80,483,604	11,987,879	0	0	17,696,496	95,414
Total Other Board Proxies	5,164	24,311	0	0	0	0	68,692
Total Other Proxies	131,191	1,057,682	6,910,012	0	0	38,543	0
Total	398,303,362	81,565,597	18,897,891	0	0	17,735,039	164,106

% of Valid Available Votes				
Board Proxies	79.83%	16.14%	2.40%	0.00%
Other Proxies	0.03%	0.21%	1.39%	0.00%
Total Valid	79.86%	16.35%	3.79%	0.00%

Total Valid Available Votes :	498,766,850
Total Votes :	516,665,995
Total Proxies Received	25,693

Proxy Summary - Votes
Annual General Meeting
Thursday, 24 November 2011

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 3a -Re-election of Dr Roderick Sheldon Deane as a Director							
CHAIRMAN OF THE MEETING	486,935,670	8,536,834	12,616,793	0	0	1,676,440	0
Total Other Board Proxies	93,816	3,438	0	0	0	913	0
Total Other Proxies	716,731	171,270	7,197,531	0	0	51,896	0
Total	487,746,217	8,711,542	19,814,324	0	0	1,729,249	0

% of Valid Available Votes				
Board Proxies	94.34%	1.65%	2.44%	0.00%
Other Proxies	0.14%	0.03%	1.39%	0.00%
Total Valid	94.47%	1.69%	3.84%	0.00%

Total Valid Available Votes :	516,272,083
Total Votes :	518,001,332
Total Proxies Received	25,698

Proxy Summary - Votes
Annual General Meeting
Thursday, 24 November 2011

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 3b - Election of Ms Jillian Rosemary Broadbent as a Director							
CHAIRMAN OF THE MEETING	492,979,623	2,420,179	12,620,212	0	0	1,745,763	0
Total Other Board Proxies	96,424	1,743	0	0	0	0	0
Total Other Proxies	732,459	185,170	7,187,216	0	0	32,583	0
Total	493,808,506	2,607,092	19,807,428	0	0	1,778,346	0

% of Valid Available Votes

Board Proxies	95.52%	0.47%	2.44%	0.00%
Other Proxies	0.14%	0.04%	1.39%	0.00%
Total Valid	95.66%	0.51%	3.84%	0.00%

Total Valid Available Votes :	516,223,026
Total Votes :	518,001,372
Total Proxies Received	25,695

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 3c - Election of Mr Ralph Graham Waters as a Director							
CHAIRMAN OF THE MEETING	491,978,391	3,221,267	12,709,996	0	0	1,847,561	0
Total Other Board Proxies	97,147	1,020	0	0	0	0	0
Total Other Proxies	694,591	183,013	7,204,609	0	0	55,215	0
Total	492,770,129	3,405,300	19,914,605	0	0	1,902,776	0

% of Valid Available Votes				
Board Proxies	95.35%	0.62%	2.46%	0.00%
Other Proxies	0.13%	0.04%	1.40%	0.00%
Total Valid	95.48%	0.66%	3.86%	0.00%

Total Valid Available Votes :	516,090,034
Total Votes :	517,992,810
Total Proxies Received	25,693

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 4 - Long Term Incentive Plan Issue to Managing Director and Chief Executive Officer							
CHAIRMAN OF THE MEETING	448,495,048	46,429,560	11,950,980	0	0	2,874,998	7,500
Total Other Board Proxies	40,094	25,568	0	0	0	32,505	0
Total Other Proxies	92,563	1,147,702	6,822,537	0	0	74,626	0
Total	448,627,705	47,602,830	18,773,517	0	0	2,982,129	7,500

% of Valid Available Votes				
Board Proxies	87.09%	9.02%	2.32%	0.00%
Other Proxies	0.02%	0.22%	1.32%	0.00%
Total Valid	87.11%	9.24%	3.65%	0.00%

Total Valid Available Votes :	515,004,052
Total Votes :	517,993,681
Total Proxies Received	25,691

Computershare

Computershare Investor Services Pty Limited
ABN 48 078 279 277
Level Four 60 Carrington Street
Sydney NSW 2000 Australia
GPO Box 7045
Sydney NSW 2001 Australia
Telephone 61 2 8234 5000
Facsimile 61 2 8235 8150
www.computershare.com

24 November 2011

The Chairman
Woolworths Limited
1 Woolworths Way
Bella Vista NSW

Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Annual General Meeting of the Members of Woolworths Limited held at the Parkside Auditorium, Sydney Convention and Exhibition Centre, Darling Harbour, New South Wales on Thursday, 24 November 2011 at 11:00 am, report as follows:

RESOLUTION 2 REMUNERATION REPORT

	Number	%
Votes cast 'FOR' the motion	399,059,355	81.85
Votes cast 'AGAINST' the motion	88,511,328	18.15
TOTAL VOTES CAST	487,570,683	100.00
Votes "Abstained"	17,743,970	

The resolution was carried as an ordinary resolution.

RESOLUTION 3(A) ELECTION OF DIRECTORS RODERICK DEANE

	Number	%
Votes cast 'FOR' the motion	508,664,504	98.31
Votes cast 'AGAINST' the motion	8,728,127	1.69
TOTAL VOTES CAST	517,392,631	100.00
Votes "Abstained"	1,774,419	

The resolution was carried as an ordinary resolution.

RESOLUTION 3(B) ELECTION OF DIRECTORS JILLIAN BROADBENT

	Number	%
Votes cast 'FOR' the motion	514,677,870	99.49
Votes cast 'AGAINST' the motion	2,625,573	0.51
TOTAL VOTES CAST	517,303,443	100.00
Votes "Abstained"	1,863,647	

The resolution was carried as an ordinary resolution.

RESOLUTION 3(C) **ELECTION OF DIRECTORS RALPH WATERS**

	Number	%
Votes cast 'FOR' the motion	513,802,043	99.34
Votes cast 'AGAINST' the motion	3,416,272	0.66
TOTAL VOTES CAST	517,218,315	100.00
Votes "Abstained"	1,951,364	

The resolution was carried as an ordinary resolution.

RESOLUTION 4 **LONG TERM INCENTIVE PLAN**

	Number	%
Votes cast 'FOR' the motion	461,494,862	89.45
Votes cast 'AGAINST' the motion	54,439,311	10.55
TOTAL VOTES CAST	515,934,173	100.00
Votes "Abstained"	3,009,445	

The resolution was carried as an ordinary resolution.

Your Sincerely,

Richard Hannan
Returning Officer
Computershare Investor Services Pty Limited