WOOLWORTHS LIMITED

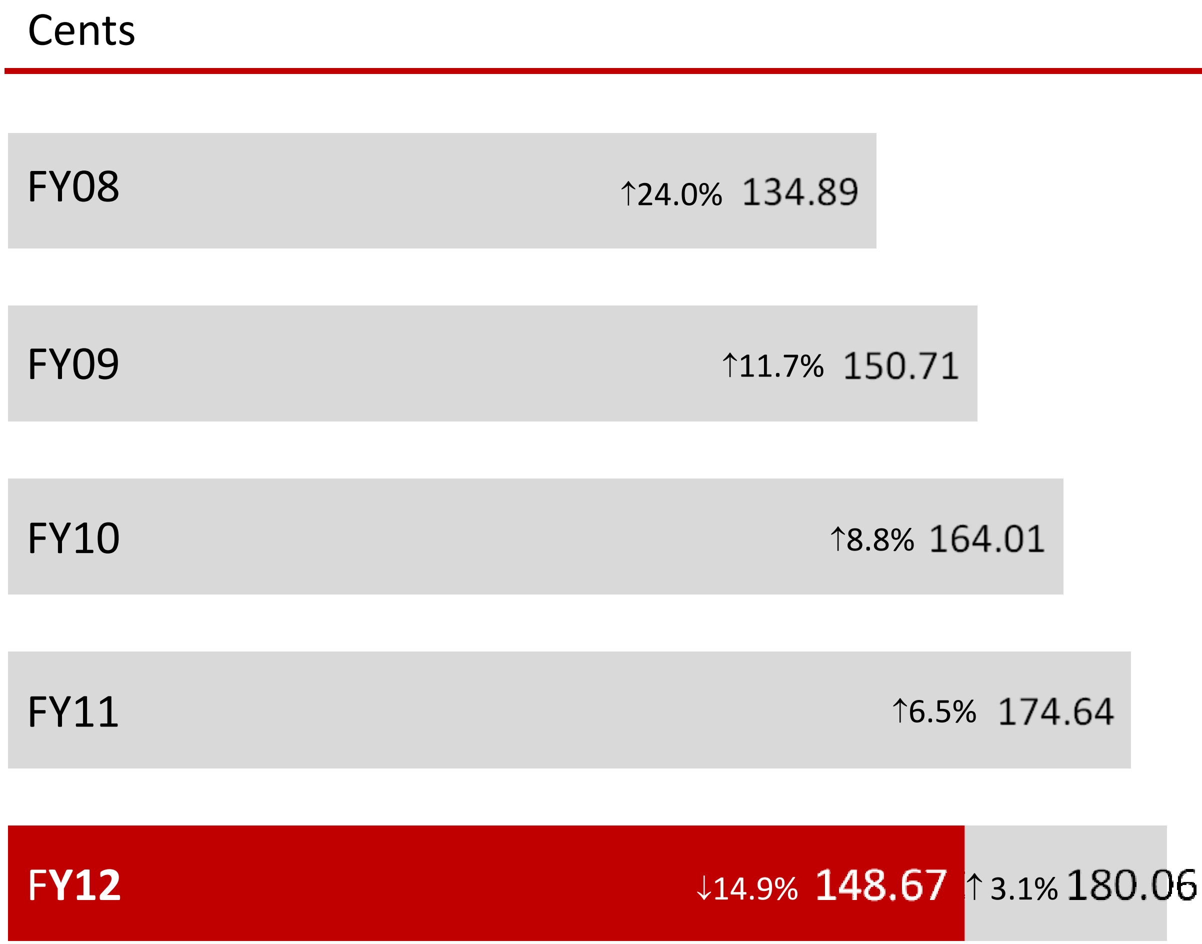
AGM

22 November

James Strong

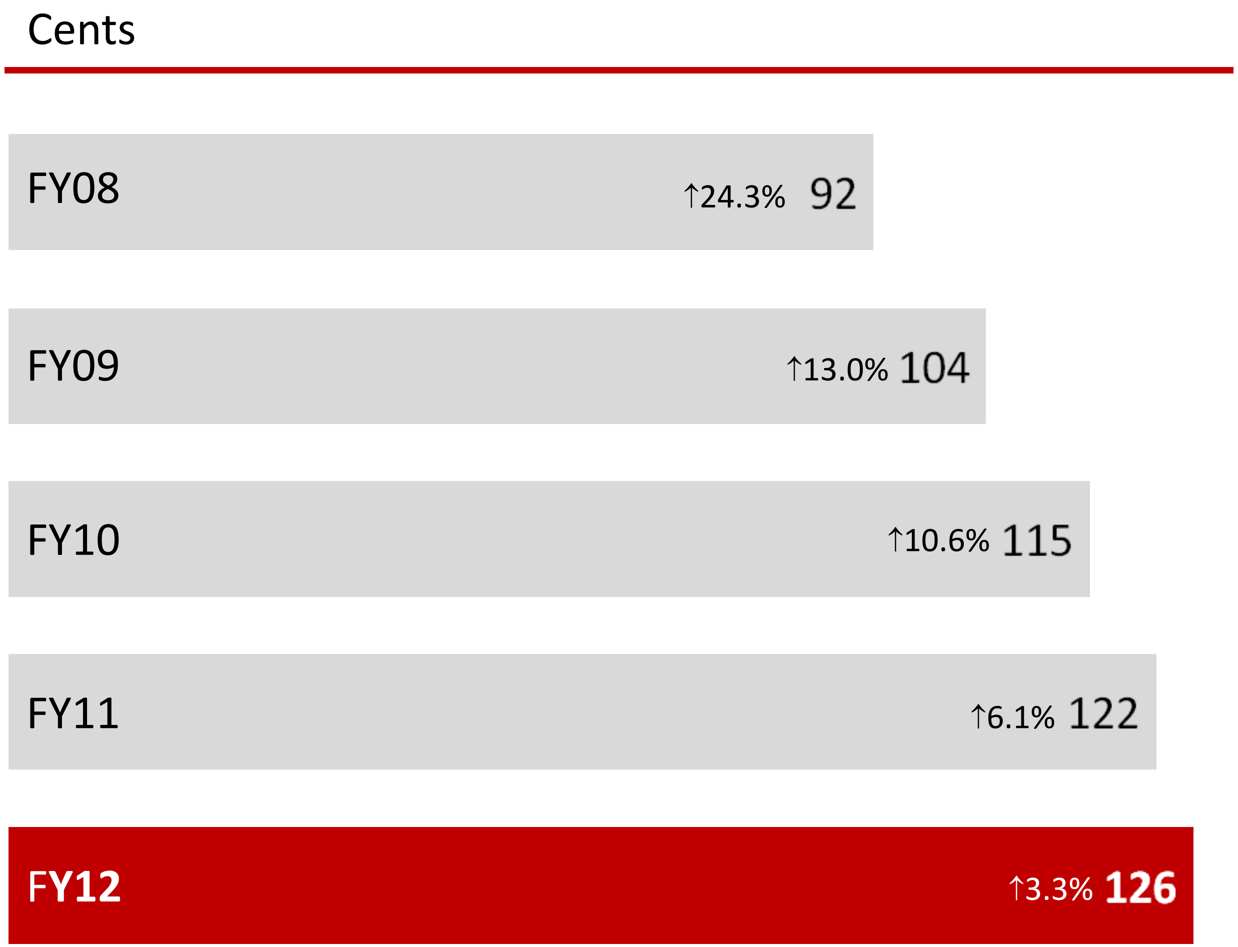
Chairman

Earnings Per Share — excluding Consumer Electronics provision up 3.1%



Dividends per share

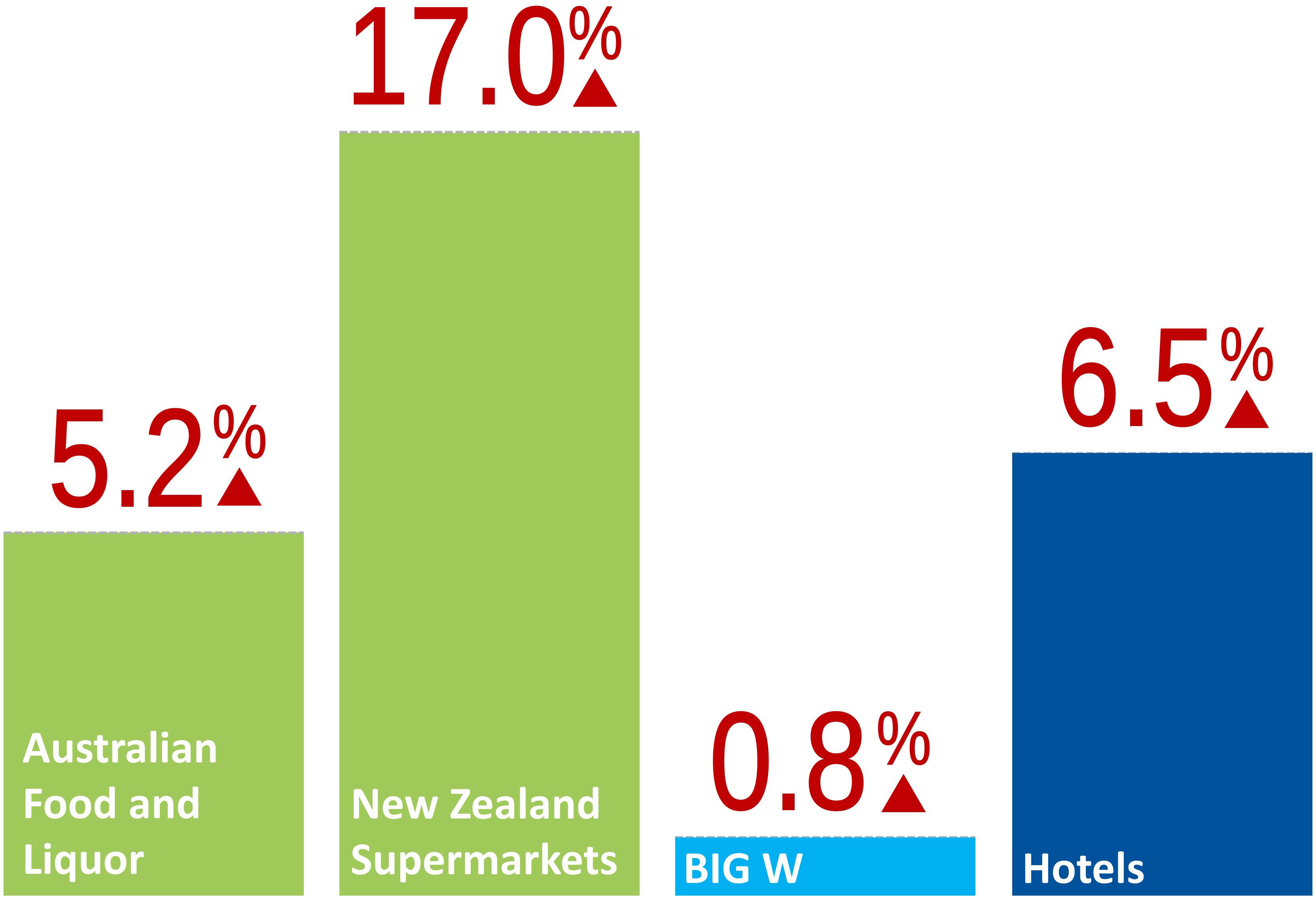
Increase in dividends per share of 3.3%



Grant O'Brien

Managing Director and Chief Executive Officer

Earnings growth across all divisions



WOOLWORTHS LIMITED

Growth plans – our four strategic priorities

NO. 1

EXTEND
LEADERSHIP IN FOOD AND LIQUOR

NO. 2

ACT ON OUR PORTFOLIO TO
MAXIMISE SHAREHOLDER VALUE

NO. 3

MAINTAIN OUR
TRACK RECORD OF BUILDING NEW GROWTH

NO. 4

PUT IN PLACE THE
ENABLERS FOR A NEW ERA OF GROWTH

Extending our leadership – Australia's Fresh Food people

Extending our leadership – Food and Liquor

Growth options fast becoming real

FY12 new store growth

46 NEW
BWS Stores

38 NEW
Australian Supermarkets

15 NEW
Masters

20 NEW
Dan Murphy's

7 NEW
BIG W's

7 NEW
Countdown

Australia's leading online retailer

2.65 M

Apps in use across Woolworths businesses

SCA Property Group

Financials

3.0% ▲

Increase in **earnings before interest and tax** from **continuing operations** to $3,352.1 million

3.6% ▲

Increase in **net profit after tax** from **continuing operations** to $2,182.9 million

3.1% ▲

Increase in **earnings per share** from **continuing operations** to 178.63 cents

14.5% ▼

Decrease in **net profit after tax** including **discontinued operations** and **consumer electronics provision**

Highlights — Financial Year 2012

- Delivered profit within our guidance
- Delivered lower prices across all our brands
- A solid increase in NPAT from continuing operations of 3.6%, decline in NPAT of 14.5% after the consumer electronics provision
- Sales from continuing operations grew by 4.8%

Corporate responsibility review

Most Sustainable Retailer

AUSTRALIAN RETAILER OF THE YEAR AWARDS 2012

AMP CAPITAL BRW.

$66.5M

Invested since 2007 Sustainability Strategy launch on lower carbon technologies

37%

Lower carbon emissions per sqm compared to 2008 – exceeded target of 25%

Supporting Australian farming and agriculture

$9M

Invested since 2007 through the Fresh Food Future Program – supporting innovation and next generation of farmers and industry leaders

Supporting our National economy

$6.6B

Paid in wages and benefits to our 195,000 employees

$2.1B

Paid in taxes

$108B

Contribution indirectly to the economy along with 729,900 jobs

Under James Strong's leadership

- Sales have more than doubled
  - $20.9 billion in 2001 to $56.7 billion in FY12
- Net profit after tax has quadrupled
  - $475.7 million in 2001 to $2.2 billion in FY12
- The share price has increased by 245 per cent
  - $8.41 in 2001 to today's price of more than $29
- Earnings per share have quadrupled
- Almost 100,000 additional shareholders who have invested in Woolworths

James Strong

Chairman

How to vote

The smartcard should have been inserted into your handset when you registered for the AGM

If the smartcard is not inserted into your handset please do so now

Make sure the arrows at the bottom of the smartcard are inserted and facing you

How to vote

Insert the smartcard up to the red line. A welcome message will appear when the card is inserted correctly

How to vote

When the poll opens, the handset will display the voting options being

1 to vote FOR the resolution
2 to vote AGAINST the resolution
3 to ABSTAIN or WITHHOLD your vote

Press the appropriate button on the handset to register your intentions

How to vote

Your voting instruction will appear on the handset

“Received” will appear on your handset to indicate your vote has counted

If you wish to change your mind, simply enter your new choice

How to vote

If you wish to withdraw your vote press the Cancel button

How to vote

If you accidentally dislodge the smartcard a warning will appear on your screen and you may need to push the smartcard back into the handset

How to vote

When the poll opens, the handset will display the voting options being

1 to vote FOR the resolution
2 to vote AGAINST the resolution
3 to ABSTAIN or WITHHOLD your vote

This will vote your open votes only, directed votes will go through automatically when you select one of the 3 options

How to vote

Please leave the handset and smartcard on your seat or hand them to a member of staff as you leave the room

The handset has a built in alarm that will sound if you inadvertently leave the building without returning the handset and smartcard

How to vote

If you have any questions or issues in using the handset please raise your hand and one of the attendants in the auditorium will be able to assist you

Thank you for your attention

Shareholder Questions

1. Financial Statements

2. Election of Directors

John Astbury

Resolution 2 – Election of Directors
John Astbury

For	534,894,829	95.75%
Against	6,194,540	1.11%
Open	17,545,292	3.14%

Thomas Pockett

Resolution 2 – Election of Directors
Thomas Pockett

For	536,264,023	96.00%
Against	4,788,378	0.86%
Open	17,555,669	3.14%

Christine Cross

Resolution 2 – Election of Directors
Christine Cross

For	538,268,959	96.37%
Against	2,680,591	0.48%
Open	17,596,123	3.15%

David Mackay

Resolution 2 – Election of Directors
David Mackay

For	537,786,779	96.31%
Against	2,993,439	0.54%
Open	17,590,283	3.15%

Michael Ullmer

WOOLWORTHS LIMITED

Resolution 2 – Election of Directors
Michael Ullmer

For	535,909,309	95.97%
Against	4,862,229	0.87%
Open	17,633,612	3.16%

3. Long Term Incentive Plan

Resolution 3a – Long Term Incentive Plan: Grant O'Brien

For	521,475,357	93.52%
Against	19,003,170	3.41%
Open	17,110,549	3.07%

Resolution 3b – Long Term Incentive Plan: Thomas Pockett

For	521,115,212	93.46%
Against	19,322,207	3.47%
Open	17,123,024	3.07%

4. Renewal of Proportional Takeover Approval

Resolution 4 – Renewal of Proportional Takeover

For	528,966,595	94.87%
Against	10,796,328	1.94%
Open	17,800,745	3.19%

5. Remuneration Report

Resolution 5 – Remuneration Report

For	516,993,798	92.99%
Against	21,677,250	3.90%
Open	17,320,365	3.12%

6. Capital Reduction

Resolution 6 – Capital Reduction

For	534,970,016	95.85%
Against	5,533,171	0.99%
Open	17,648,404	3.16%

WOOLWORTHS LIMITED

AGM

22 November