

3 June 2013

The Manager
Company Announcements Office
ASX Limited
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SYDNEY NSW 2000

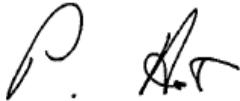
Dear Sirs

Woolworths Limited (ASX: WOW)

Woolworths Limited - tender offer to buy back US 144A Notes – update

Woolworths Limited today announced that as at the Early Tender Date of 31 May 2013 in the United States, it had received valid tenders of US\$736,712,000 in aggregate principal amount in response to its tender offer announced on 17 May 2013 to buy back up to US\$630 million in aggregate principal amount of outstanding Notes. The tender offer was comprised of two pools of US\$370 million and US\$260 million (totalling US\$630 million) in relation to which valid tenders of US\$498,820,000 and US\$237,892,000 respectively were received. A further announcement will be made at completion of the tender offer.

Yours faithfully
WOOLWORTHS LIMITED



Peter Horton
Group General Counsel and Company Secretary