



26 September 2017

ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Resolutions for consideration at the Woolworths Annual General Meeting

Woolworths Limited (Woolworths) gives notice that the attached resolutions for consideration at the Annual General Meeting to be held on 23 November 2017 have been received under section 249N of the Corporations Act from 106 shareholders representing approximately 0.0097% of shares on issue.

Woolworths respects the rights of shareholders to requisition resolutions.

The Woolworths Notice of Annual General Meeting will be published in October and will include the Board's recommendation on each resolution to be considered at the meeting.

For further information contact:

Media

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Resolution 1

Special Resolution to amend our company's constitution

To amend the constitution to insert a new clause 9.28:

Member resolutions at general meeting

The Members in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to an issue of material relevance to the company or the company's business and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors of the company.

Resolution 2

Ordinary resolution on human rights in our company's operations and supply chains

Shareholders of Woolworths Limited ("our company") urge the Board of Directors to:

1. report annually to shareholders, at reasonable cost and omitting proprietary information, on our company's due diligence process for identifying, analysing and addressing potential and actual adverse human rights impacts (HRDD Assessment) throughout our group's operations and supply chains. The report should address the following:

- (a) Human rights principles used to frame the HRDD Assessment;

Note. We recommend framing the assessment using the set of principles adopted by the UN Guiding Principles on Business and Human Rights: the International Bill of Human Rights (consisting of the Universal Declaration of Human Rights and the main instruments through which it has been codified: the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights), coupled with the principles concerning fundamental rights in the eight ILO core conventions as set out in the Declaration of Fundamental Principles and Rights at Work. The UN Guiding Principles are the authoritative global standard on business and human rights, and are used in the CHRB and ACCR evaluation methodology.

- (b) Frequency of HRDD Assessments;
- (c) Methodology used to track and measure performance;
- (d) Nature and extent of consultation with relevant stakeholders (including trade unions) in connection with the HRDD Assessment.
- (e) Nature and operation of grievance mechanisms available to individuals and communities whose enjoyment of human rights is adversely affected by our company's activities or through our supply chains, including the existence of whistleblower protections and support available to those reporting adverse impacts (for example, by trade unions or lawyers);
- (f) Where actual adverse human rights impacts are identified through the HRDD Assessment, the nature of those impacts, and actions taken by our company in response, including in remedying adverse human rights impacts; and
- (g) How the results of the HRDD Assessment are incorporated into company policies and decision-making, including in contracting practices.

2. make the report available to shareholders on our company's website annually, no later than 90 days before our company's AGM for the relevant year.