

WOOLWORTHS LIMITED

A.B.N 88 000 014 675

18 November 2010

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

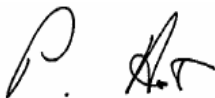
Dear Sir/Madam

**RE: Woolworths Limited – 2010 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(c), 4, 5 and 6 were passed on a poll with the requisite majority of votes. Resolution 3(b) was defeated. 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
COMPANY SECRETARY**

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WOOLWORTHS LIMITED

ABN 88 000 014 675

Proxy Summary - Votes
Annual General Meeting
18 November 2010

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	No Instruction
Resolution 2 - To adopt the Remuneration Report for the financial year ended 27 June 2010							
CHAIRMAN OF THE MEETING	421,472,914	33,145,949	13,278,064	0	0	3,010,128	151,394,382
Total Other Board Proxies	53,495	26,922	167	0	0	0	0
Total Other Proxies	423,941	1,057,497	6,979,856	0	0	56,575	0
Total	421,950,350	34,230,368	20,258,087	0	0	3,066,703	151,394,382

% of Valid Available Votes				
Board Proxies	88.47%	6.96%	2.79%	0.00%
Other Proxies	0.09%	0.22%	1.47%	0.00%
Total Valid	88.56%	7.18%	4.25%	0.00%

Total Valid Available Votes :	476,438,805
Total Votes :	630,899,890
Total Proxies Received	26,344

Proxy Summary - Votes
Annual General Meeting
18 November 2010

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	No Instruction
Resolution 3a - To elect Ms (Carla) Jayne Hrdlicka as a Director							
CHAIRMAN OF THE MEETING	429,642,847	25,847,034	13,411,350	0	0	2,007,026	151,393,180
Total Other Board Proxies	58,142	4,710	17,732	0	0	0	0
Total Other Proxies	833,670	541,622	7,078,415	0	0	64,162	0
Total	430,534,659	26,393,366	20,507,497	0	0	2,071,188	151,393,180

% of Valid Available Votes

Board Proxies	90.00%	5.41%	2.81%	0.00%
Other Proxies	0.17%	0.11%	1.48%	0.00%
Total Valid	90.18%	5.53%	4.30%	0.00%

Total Valid Available Votes :	477,435,522
Total Votes :	630,899,890
Total Proxies Received	26,344

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**Proxy Summary - Votes
Annual General Meeting
18 November 2010**

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	No Instruction
Resolution 3b - To elect Mr Stephen Mayne as a Director							
CHAIRMAN OF THE MEETING	29,953,009	412,734,804	13,349,022	0	0	14,859,428	151,405,174
Total Other Board Proxies	39,737	38,958	399	0	0	1,490	0
Total Other Proxies	971,435	609,969	6,866,340	0	0	70,125	0
Total	30,964,181	413,383,731	20,215,761	0	0	14,931,043	151,405,174

% of Valid Available Votes

Board Proxies	6.46%	88.85%	2.87%	0.00%
Other Proxies	0.21%	0.13%	1.48%	0.00%
Total Valid	6.67%	88.98%	4.35%	0.00%

Total Valid Available Votes :	464,563,673
Total Votes :	630,899,890
Total Proxies Received	26,344

**Proxy Summary - Votes
Annual General Meeting
18 November 2010**

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	No Instruction
Resolution 3c - To re-elect Mr Ian John Macfarlane as a Director							
CHAIRMAN OF THE MEETING	453,002,886	2,839,431	13,292,232	0	0	1,773,220	151,393,668
Total Other Board Proxies	75,421	3,274	399	0	0	1,490	0
Total Other Proxies	1,118,220	222,642	7,110,550	0	0	66,178	279
Total	454,196,527	3,065,347	20,403,181	0	0	1,840,888	151,393,947

% of Valid Available Votes

Board Proxies	94.85%	0.60%	2.78%	0.00%
Other Proxies	0.23%	0.05%	1.49%	0.00%
Total Valid	95.09%	0.64%	4.27%	0.00%

Total Valid Available Votes :	477,665,055
Total Votes :	630,899,890
Total Proxies Received	26,344

**Proxy Summary - Votes
Annual General Meeting
18 November 2010**

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	No Instruction
Resolution 4 - Woolworths Long Term Incentive Plan							
CHAIRMAN OF THE MEETING	417,870,362	36,993,071	13,452,475	0	0	2,597,020	151,388,509
Total Other Board Proxies	37,901	23,242	17,732	0	0	1,709	0
Total Other Proxies	585,488	826,275	7,046,887	0	0	59,219	0
Total	418,493,751	37,842,588	20,517,094	0	0	2,657,948	151,388,509

% of Valid Available Votes				
Board Proxies	87.64%	7.76%	2.82%	0.00%
Other Proxies	0.12%	0.17%	1.48%	0.00%
Total Valid	87.76%	7.94%	4.30%	0.00%

Total Valid Available Votes :	476,853,433
Total Votes :	630,899,890
Total Proxies Received	26,344

**Proxy Summary - Votes
Annual General Meeting
18 November 2010**

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	No Instruction
Resolution 5 - Alterations to the Constitution							
CHAIRMAN OF THE MEETING	450,525,835	3,549,633	13,775,802	0	0	3,044,771	151,405,396
Total Other Board Proxies	72,874	6,151	0	0	0	1,559	0
Total Other Proxies	1,025,218	217,688	7,155,935	0	0	118,028	1,000
Total	451,623,927	3,773,472	20,931,737	0	0	3,164,358	151,406,396

% of Valid Available Votes

Board Proxies	94.60%	0.75%	2.89%	0.00%
Other Proxies	0.22%	0.05%	1.50%	0.00%
Total Valid	94.81%	0.79%	4.39%	0.00%

Total Valid Available Votes :	476,329,136
Total Votes :	630,899,890
Total Proxies Received	26,344

Proxy Summary - Votes
Annual General Meeting
18 November 2010

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	No Instruction
Resolution 6 - Fees Payable to Non-Executive Directors							
CHAIRMAN OF THE MEETING	407,954,176	38,224,340	4,140,107	0	8,850,413	11,732,574	151,399,827
Total Other Board Proxies	20,651	27,963	232	1,519	0	219	0
Total Other Proxies	202,462	1,360,647	863,685	6,031,501	0	59,574	0
Total	408,177,289	39,612,950	5,004,024	6,033,020	8,850,413	11,792,367	151,399,827

% of Valid Available Votes

Board Proxies	88.92%	8.34%	0.90%	0.00%
Other Proxies	0.04%	0.30%	0.19%	1.31%
Total Valid	88.96%	8.63%	1.09%	1.31%

Total Valid Available Votes :

458,827,283

Total Votes :

630,869,890

Total Proxies Received

26,344

18 November 2010

The Chairman
Woolworths Limited
1 Woolworths Way
Bella Vista NSW



Computershare Investor Services Pty Limited
ABN 48 078 279 277
Level Four 60 Carrington Street
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Sydney NSW 2001 Australia
Telephone 61 2 8234 5000
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Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motions set out below at the Annual General Meeting of Woolworths Limited held at the Auditorium 1 (Level 2), State Library of Queensland, Cultural Centre, Stanley Place, South Bank, Brisbane, Queensland on Thursday, 18 November 2010 at 11.00 am, report as follows:

Resolution 2) Adopt the Remuneration Report

	Number	%
Votes cast 'FOR' the motion	435,821,173	91.36
Votes cast 'AGAINST' the motion	41,200,274	8.64
TOTAL VOTES CAST	<u>477,021,447</u>	<u>100.00</u>
Votes "Abstained"	3,090,945	

The resolution was carried as an ordinary resolution.

Resolution 3A) To elect Ms (Carla) Jayne Hrdlicka as a Director

	Number	%
Votes cast 'FOR' the motion	444,404,313	92.98
Votes cast 'AGAINST' the motion	33,558,366	7.02
TOTAL VOTES CAST	<u>477,962,679</u>	<u>100.00</u>
Votes "Abstained"	2,093,263	

The resolution was carried as an ordinary resolution.

Resolution 3B) To elect Mr Stephen Mayne as a Director

	Number	%
Votes cast 'FOR' the motion	31,048,292	6.68
Votes cast 'AGAINST' the motion	434,089,429	93.32
TOTAL VOTES CAST	<u>465,137,721</u>	<u>100.00</u>
Votes "Abstained"	14,963,317	

The resolution was not carried as an ordinary resolution.

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Resolution 3C) To re-elect Mr Ian John Macfarlane as a Director

	Number	%
Votes cast 'FOR' the motion	475,655,113	99.35
Votes cast 'AGAINST' the motion	<u>3,110,451</u>	<u>0.65</u>
TOTAL VOTES CAST	<u><u>478,765,564</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	1,875,702	

The resolution was carried as an ordinary resolution.

Resolution 4) Woolworths Long Term Incentive Plan

	Number	%
Votes cast 'FOR' the motion	439,583,019	92.08
Votes cast 'AGAINST' the motion	<u>37,814,217</u>	<u>7.92</u>
TOTAL VOTES CAST	<u><u>477,397,236</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	2,675,590	

The resolution was carried as an ordinary resolution.

Resolution 5) Alterations to the Constitution

	Number	%
Votes cast 'FOR' the motion	473,640,930	99.21
Votes cast 'AGAINST' the motion	<u>3,774,655</u>	<u>0.79</u>
TOTAL VOTES CAST	<u><u>477,415,585</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	3,166,732	

The resolution was carried as a special resolution.

Resolution 6) Fees Payable to Non-Executive Directors

	Number	%
Votes cast 'FOR' the motion	413,301,712	89.88
Votes cast 'AGAINST' the motion	<u>46,510,266</u>	<u>10.12</u>
TOTAL VOTES CAST	<u><u>459,811,978</u></u>	<u><u>100.00</u></u>
Votes "Abstained"	11,797,377	

The resolution was carried as an ordinary resolution.

Yours faithfully



Richard Hannan
Returning Officer
Computershare Investor Services Pty Limited

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