

22 November 2012

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

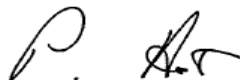
Dear Sir/Madam

**RE: Woolworths Limited – 2012 Extraordinary 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 Extraordinary General Meeting of Shareholders held today, Resolution 1 was defeated on a poll with the requisite majority of votes. This result reflects the recommendation of the directors as set out in the Notice of Meeting.
- For the Special Resolution 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

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WOOLWORTHS LIMITED

ABN 88 000 014 675

Proxy Summary - Votes
Extraordinary General Meeting
Thursday, 22 November 2012

Nominated Person	For	Against	Open- Usable	Open- Conditional	Open- Unusable	Abstain	Excluded
Resolution 1 - That the Company's Constitution be altered by inserting the new clause 1A as outlined in the Notice of Meeting							
CHAIRMAN OF THE MEETING	12,693,686	515,962,654	6,258,506	0	0	17,775,839	0
Total Other Board Proxies	4,963	47,345	1,723,146	0	0	0	0
Total Other Proxies	876,992	1,008,063	3,705,450	0	0	15,325	0
Total	13,575,641	517,018,062	11,687,102	0	0	17,791,164	0

% of Valid Available Votes

Board Proxies	2.34%	95.16%	1.47%	0.00%
Other Proxies	0.16%	0.19%	0.68%	0.00%
Total Valid	2.50%	95.34%	2.16%	0.00%

Total Valid Available Votes :	542,280,805
Total Votes :	560,071,969
Total Proxies Received	29,977

23 November 2012

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 Extraordinary General Meeting of the Members of Woolworths Limited held at Adelaide Convention Centre, North Terrace, Adelaide, South Australia on 22 November 2012 at 8:30 AM, report as follows:

- 1) **That the Company's Constitution be altered by inserting the new clause 1A as outlined in the Notice of Meeting**

	Number	%
Votes cast 'FOR' the motion	13,708,074	2.53
Votes cast 'AGAINST' the motion	<u>529,131,129</u>	<u>97.47</u>
TOTAL VOTES CAST	<u>542,839,203</u>	<u>100.00</u>
Votes "Abstained"	17,796,528	

The resolution was not carried as a special resolution.



Richard Hannan
Returning Officer
Computershare Investor Services Pty Limited

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