

WOOLWORTHS GROUP



26 September 2016

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

Dear Sir

WOOLWORTHS NOTES II – INTENTION TO REDEEM

We advise that Woolworths Limited (**Woolworths**) intends to redeem, in whole, all of the Woolworths Notes II on 24 November 2016.

Woolworths Notes II are expected to cease trading on the Australian Securities Exchange on Tuesday, 15 November 2016. Woolworths Notes II holders who are on the register at 7.00pm (Sydney time) on Wednesday, 16 November 2016 will be entitled to be paid on 24 November 2016 redemption proceeds of \$100 face value per Woolworths Note II, plus the final interest payment of \$1.25523 per Woolworths Note II (which is the accumulated interest up to and including 23 November 2016).

The above dates are set out in the table below. Please note that these dates are indicative and subject to change.

Event	Date
Last day of Woolworths Notes II trading on ASX	14 November 2016
Suspension of trading on ASX of Woolworths Notes II	15 November 2016
Record date for Woolworths Notes II redemption and final Woolworths Notes II interest payment	16 November 2016
Woolworths Notes II redemption date and payment of final interest amount	24 November 2016

Woolworths proposes to dispatch formal redemption notices to holders of Woolworths Notes II on or around the date of this letter. Copies are attached.

For and on behalf of
WOOLWORTHS LIMITED

RICHARD DAMMERY
Chief Legal Officer and Company Secretary

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Woolworths Limited
ABN 88 000 014 675

WOOLWORTHS GROUP

26 September 2016

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET THE SAMPLE
HILL SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Investor,

On behalf of the Board of Directors, I wish to advise you of our intention to redeem all of the Woolworths Notes II on 24 November 2016.

The Notes are expected to cease trading on the Australian Securities Exchange on Tuesday, 15 November 2016. Woolworths Notes II holders who are on the register at 7.00pm (Sydney time) on Wednesday, 16 November 2016 will be entitled to be paid on 24 November 2016, redemption proceeds of \$100 face value per Woolworths Note II, plus the final interest payment of \$1.25523 per Woolworths Note II (which is the accumulated interest up to and including 23 November 2016).

On behalf of the Board, I would like to thank you for your investment in Woolworths Notes II and your continuing support of Woolworths.

Yours sincerely,



Gordon Cairns
Chairman



For all enquiries call:

1300 368 664 (inside Australia)
+61 3 9415 4055 (outside Australia)



Update your details:

www.computershare.com.au/easyupdate/wow

26 September 2016

TO: Holders of Woolworths Notes II

WOOLWORTHS NOTES II: REDEMPTION NOTICE

Woolworths Limited (**Woolworths**) gives notice of its intention to redeem, in whole, all of the notes (known as Woolworths Notes II) issued by Woolworths in accordance with the terms of issue set out in schedule 1 (Terms of Issue) to the Trust Deed Relating to Woolworths Notes II between Woolworths and Australian Executor Trustees dated 17 October 2011 and the Replacement Capital Deed Poll dated 24 November 2011.

The redemption of Woolworths Notes II will occur on 24 November 2016.

This notice is issued under clause 5.2 of the Terms of Issue.

For and on behalf of
WOOLWORTHS LIMITED

RICHARD DAMMERY

Chief Legal Officer and Company Secretary

Update your payment instructions

Ensure your bank account details held by the Registry are up to date for the timely payment of the redemption proceeds. Update your bank account details online at www.computershare.com.au/easyupdate/wow