

Statement Pursuant to Section 249P of the Corporations Act 2001

To: Woolworths Limited ABN 88 000 014 675 ("Woolworths")

Pursuant to section 249P of the *Corporations Act 2001*, we the undersigned, being (when aggregated with other signatories) in total at least 100 members of Woolworths who are entitled to vote at a general meeting, request Woolworths to give to all its members the statement outlined below that has been provided by the members making the request about a matter that may be properly considered at a general meeting.

Shareholders concerns about risks to Woolworths arising from its conduct of pokie gambling

Despite undertakings set out in Woolworths' Corporate Responsibility Report 2008, we are concerned that conduct of Woolworths' pokie business is neither appropriate nor responsible. We believe Woolworths' reputation and the value of Woolworths' core business and brand will be damaged by the pokie business and the economic viability of Woolworths and future returns to members detrimentally affected.

Action by the Woolworths' Board

We believe that Woolworths must take immediate steps to mitigate the above risks. We call upon the Board to implement a plan with respect to the pokie business within 9 months of the 2009 Annual General Meeting (AGM) that includes:

1. Implementation of the National Principles for the conduct of responsible gaming machine activity that, in particular, ensures that children are not exposed to the sights and sounds of pokie gambling within its pokie venues.
2. Maintain uniform standards in all its pokie venues (wherever located) that include:
 - promotion of self exclusion facilities
 - removal of any advertising aimed at attracting families with children
 - prohibition of simultaneous pokie gambling
 - placement and maintenance of posters and business cards in pokie venue toilets promoting assistance for problem gamblers
 - erection and maintenance of warning signs regarding the prohibition and danger of leaving children in cars.
3. Disposal of all pokie interests.

The Board should comment on these actions either at or prior to the AGM and report to members on the plan within 90 days of the AGM.

Signatures of member giving notice:

X

Signature

Print Full Name

Date

Street Address

Suburb

State