

**WOOLWORTHS LIMITED**

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20 November 2014

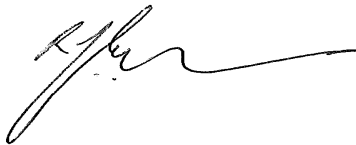
The Manager Companies  
Australian Securities Exchange Limited  
Company Announcements Office  
Level 4 20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**RE: Changes to Caltex-Woolworths alliance**

Please find enclosed a media release concerning changes to the Caltex-Woolworths alliance.

**For and on behalf of  
WOOLWORTHS LIMITED**



**RICHARD DAMMERY**  
Chief Legal Officer and Company Secretary



## Changes to Caltex-Woolworths alliance

**Thursday, 20 November 2014:** Caltex Australia and Woolworths Petrol have simplified elements of their retail alliance.

At the end of financial year 2014, the Caltex-Woolworths fuel network comprised 633 sites, including 131 Caltex-operated sites with the remainder operated by Woolworths.

Under the revised arrangements, 92 of the Caltex-operated sites will be rebranded as 'Star Mart' or 'Star Shop' convenience stores while continuing to offer the Woolworths fuel discount redemption.

The remaining 39 sites, which are located in close proximity to Woolworths Petrol sites, will exit the Caltex-Woolworths alliance and no longer offer Woolworths fuel discount redemptions. These changes will occur up until the end of December 2014 with 31 stores transitioned in October, 68 in November and 32 in December.

Between January and June 2015, up to an additional 12 Caltex-operated 'Star Mart' or 'Star Shop' sites will begin to offer Woolworths fuel discount redemptions. Once fully implemented by the end of the 2015 financial year, Woolworths petrol discounts will be redeemable at about 100 Caltex-operated 'Star Mart' or 'Star Shop' sites and at more than 500 Woolworths-operated sites. Woolworths has no plans to close sites as a result of any of these changes to the alliance.

Given operational changes under the revised arrangements, Woolworths will no longer recognise sales from the Caltex-operated sites in its financial results. The new arrangements will not have a material profit impact on the Woolworths Group.

Woolworths Petrol General Manager, Michael James, said: "We are maintaining our strong relationship with Caltex, which remains the exclusive petrol and diesel supplier for all Woolworths Petrol sites across Australia. The new arrangements enable us to focus our efforts on our operated sites and to deliver further improvements to our convenience offer."

Caltex Australia General Manager Marketing Bruce Rosengarten said: "This revised arrangement demonstrates the strength of the commercial alliance with Woolworths while at the same time providing an opportunity for Caltex to further streamline the branding used on its retail sites across the nation.

"The Star Mart brand appears at about 180 flagship Caltex sites around Australia and forms part of one of the largest fuel and convenience networks in Australia. The rebranding allows redemption customers to continue to access the Woolworths redemption offer at Caltex-operated alliance sites while ensuring easier recognition of Star Mart sites for our customers.

"Furthermore, the revised arrangement retains Caltex as the exclusive petrol and diesel supplier to Caltex-Woolworths sites, ensuring that customers of both networks continue to have access to the same high-quality range of fuel products."

*For further information please contact the **Woolworths Press Office** on **(02) 8885 1033** or the **Caltex Australia Media Centre** on **(02) 9250 5094**.*