



For Immediate Distribution

14 July 2014

David Jones Shareholders Vote in Favour of Scheme of Arrangement

At the Scheme Meeting of David Jones Limited (“**David Jones**”) held in Sydney today, David Jones’ shareholders voted overwhelmingly in favour of the scheme of arrangement (“the **Scheme**”) under which Woolworths Holdings Limited (through its Australian subsidiary Vela Investments Pty Ltd (“**Vela Investments** ”)), will acquire all of the issued ordinary shares in David Jones.

Voting Results

David Jones advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting dated 22 May 2014, was passed by the requisite majorities of shareholders, with:

- 89.64% of David Jones shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 96.81% of votes cast in favour of the resolution.

The poll report submitted by the Returning Officer as appointed by David Jones is attached. The results of the poll were as follows:

	For	Against	Abstain*	Total Votes	% For
Votes	267,782,527	8,834,078	53,861,408	276,616,605	96.81%
Holder	15,203	1,758	107	16,961	89.64%
Percentage of Votes	96.81%	3.19%		100%	
Percentage of Holders	89.64%	10.36%		100%	

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

The proxies received were as follows:

	For	Against	Abstain*	Open	Total Votes	% For
Votes	258,039,749	8,467,952	721,892	8,944,757	275,452,458	96.48%
Holder	13,306	1,723	98	1,982	17,011	88.36%
Percentage of Votes	93.68%	3.07%		3.25%	100%	
Percentage of Holders	78.22%	10.13%		11.65%	100%	

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

DAVID JONES



Scheme Consideration

David Jones has applied to the Federal Court of Australia for approval of the Scheme at a hearing scheduled for Thursday, 17 July 2014. If the Scheme is approved by the Court, David Jones shareholders who hold shares on the Scheme Record Date for determining entitlements to receive the Scheme Consideration (Friday, 25 July 2014) will be paid A\$4.00 cash per share from Vela Investments. David Jones Shareholders will be sent the Scheme Consideration on Friday, 1 August 2014, in accordance with the terms of the Scheme.

The key dates for implementation of the Scheme are set out below.

Second Court Hearing with the Federal Court of Australia for the approval of the Scheme	Thursday, 17 July 2014
Effective Date Court order lodged with Australian Securities and Investment Commission (“ ASIC ”) and announcement to Australian Securities Exchange (“ ASX ”) Last day of trading in David Jones shares on ASX (with David Jones shares suspended from close of trading)	Friday, 18 July 2014
Scheme Record Date for determining entitlements to Scheme Consideration	7:00pm, Friday, 25 July 2014
Implementation Date for payment of the Scheme Consideration	Friday, 1 August 2014

All dates are indicative only and, among other things, are subject to the Court approval process. Any changes to the above timetable (which may include an earlier or later date for the Second Court Hearing) will be announced on ASX.

Ends.

Media Enquiries

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Shareholder Enquiries

Shareholder Information Line
Computershare
Within Australia: 1300 580 123
Outside Australia: +61 3 9415 4339
Operational Monday to Friday from 9:00 am
to 5:00pm

14 July 2014

The Chairman
David Jones Limited
86-108 Castlereagh Street
Sydney NSW 2000**Poll Report**

I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Scheme Meeting of David Jones Limited held at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 on Monday, 14 July 2014 at 10:00am, report as follows:

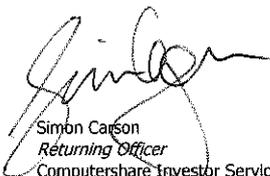
Scheme Resolution

THAT, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between David Jones Limited and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Federal Court of Australia to which David Jones Limited, Vela Investments Pty Ltd and Woolworths Holdings Limited agree.

	Number of Shares	% of Shares	Number of Holders	% of Holders
Votes cast 'FOR' the motion	267,782,527	96.81%	15,203	89.64%
Votes cast 'AGAINST' the motion	8,834,078	3.19%	1,758	10.36%
TOTAL VOTES CAST	276,616,605	100.00%	16,961	100.00%
Votes "Abstained"	53,861,408		107	

The resolution was carried by the required majorities.

Yours faithfully



Simon Carson
Returning Officer
Computershare Investor Services Pty Limited

David Jones Limited

POLL REPORT

Scheme Meeting - Monday, 14 July 2014



Under section 251AA(1) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda

PROXY DETAILS As at 10.00am 12 July 2014					POLL RESULTS Manner in which votes were cast in person or by proxy on a poll (if applicable)					
RESOLUTION	FOR	AGAINST	OPEN	ABSTAIN	FOR	AGAINST	TOTAL	% FOR	PASS / FAIL	ABSTAIN **
THAT, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between David Jones Limited and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Federal Court of Australia to which David Jones Limited, Vela Investments Pty Ltd and Woolworths Holdings Limited agree.	Shares				Shares					
	258,039,749	8,467,952	8,944,757	721,892	267,782,527	8,834,078	276,616,605	96.81%	PASS	53,861,408
	Holders				Holders					
	13,306	1,723	1,982	98	15,203	1,758	16,961	89.64%	PASS	107

** Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item