

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity: Woolworths Group Limited
ABN: 88 000 014 675

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gordon Cairns
Date of last notice	14 December 2018

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shares held by: <ul style="list-style-type: none"><li>Bond Street Custodians Pty Limited on behalf of Mr Cairns' superannuation fund</li><li>Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Plan)</li></ul>
Date of change	28 February 2019
No. of securities held prior to change	<ul style="list-style-type: none"><li>27,645 shares held for Mr Cairns' superannuation fund</li><li>1,781 shares held under the NED Plan</li></ul>
Class	Ordinary shares
Number acquired	1,782
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

+ See chapter 19 for defined terms.

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No. of securities held after change	<ul style="list-style-type: none"> <li>27,645 shares held for Mr Cairns' superannuation fund</li> <li>3,563 shares held under the NED Plan</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>Vesting of NED Share Rights</b>  NED Share Rights vest and convert into shares twice yearly. These shares remain in the NED Plan under restriction for the nominated deferral period

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Share Rights
<b>Nature of interest</b>	NED Share Rights in accordance with the Woolworths Group Non-Executive Directors Equity Plan (NED Plan) Rules
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	28 February 2019
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	1,782 NED Share Rights
<b>Interest acquired</b>	-
<b>Interest disposed</b>	1,782 NED Share Rights vested and converted into shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
<b>Interest after change</b>	Nil

## Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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Introduced 30/09/01 Amended 01/01/11

Name of entity: Woolworths Group Limited
ABN: 88 000 014 675

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Jillian Broadbent
Date of last notice	14 December 2018

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares held by: <ul style="list-style-type: none"><li>Ms Broadbent directly</li><li>Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Plan)</li></ul>
Date of change	28 February 2019
No. of securities held prior to change	<ul style="list-style-type: none"><li>65,138 shares held by Ms Broadbent</li><li>1,246 shares held under the NED Plan</li></ul>
Class	Ordinary shares
Number acquired	2,673
Number disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable
No. of securities held after change	<ul style="list-style-type: none"><li>65,138 shares held by Ms Broadbent</li><li>3,919 shares held under the NED Plan</li></ul>

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>Vesting of NED Share Rights</b>  NED Share Rights vest and convert into shares twice yearly. These shares remain in the NED Plan under restriction for the nominated deferral period
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## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Share Rights
<b>Nature of interest</b>	NED Share Rights in accordance with the Woolworths Group Non-Executive Directors Equity Plan (NED Plan) Rules
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	28 February 2019
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	2,673 NED Share Rights
<b>Interest acquired</b>	-
<b>Interest disposed</b>	2,673 NED Share Rights vested and converted into shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
<b>Interest after change</b>	Nil

## Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
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Name of entity: Woolworths Group Limited
ABN: 88 000 014 675

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Holly Kramer
Date of last notice	14 December 2018

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares held by: <ul style="list-style-type: none"><li>Bond Street Custodians Limited on behalf of Ms Kramer's superannuation fund</li><li>Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Plan)</li></ul>
Date of change	28 February 2019
No. of securities held prior to change	<ul style="list-style-type: none"><li>7,942 shares held for Ms Kramer's superannuation fund</li><li>547 shares held under the NED Plan</li></ul>
Class	Ordinary shares
Number acquired	1,110
Number disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable

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No. of securities held after change	<ul style="list-style-type: none"> <li>7,942 shares held for Ms Kramer's superannuation fund</li> <li>1,657 shares held under the NED Plan</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>Vesting of NED Share Rights</b>  NED Share Rights vest and convert into shares twice yearly. These shares remain in the NED Plan under restriction for the nominated deferral period

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Share Rights
<b>Nature of interest</b>	NED Share Rights in accordance with the Woolworths Group Non-Executive Directors Equity Plan (NED Plan) Rules
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	28 February 2019
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	1,110 NED Share Rights
<b>Interest acquired</b>	-
<b>Interest disposed</b>	1,110 NED Share Rights vested and converted into shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
<b>Interest after change</b>	Nil

## Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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Name of entity: Woolworths Group Limited
ABN: 88 000 014 675

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Michael Ullmer
Date of last notice	14 December 2018

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares held by: <ul style="list-style-type: none"><li>• Invia Custodian Pty Limited on behalf of Mr Ullmer's superannuation fund</li><li>• Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Plan)</li></ul>
Date of change	28 February 2019
No. of securities held prior to change	<ul style="list-style-type: none"><li>• 20,000 shares held for Mr Ullmer's superannuation fund</li><li>• 2,137 shares held under the NED Plan</li></ul>
Class	Ordinary shares
Number acquired	2,138
Number disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable

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No. of securities held after change	<ul style="list-style-type: none"> <li>20,000 shares held for Mr Ullmer's superannuation fund</li> <li>4,275 shares held under the NED Plan</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>Vesting of NED Share Rights</b>  NED Share Rights vest and convert into shares twice yearly. These shares remain in the NED Plan under restriction for the nominated deferral period

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Share Rights
<b>Nature of interest</b>	NED Share Rights in accordance with the Woolworths Group Non-Executive Directors Equity Plan (NED Plan) Rules
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	28 February 2019
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	2,138 NED Share Rights
<b>Interest acquired</b>	-
<b>Interest disposed</b>	2,138 NED Share Rights vested and converted into shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
<b>Interest after change</b>	Nil

## Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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