

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 June 2019

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">Bond Street Custodians Limited on behalf of Mr Cairns' superannuation fundWoolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Plan)
Date of change	30 August 2019
No. of securities held prior to change	<ul style="list-style-type: none">28,058 shares held for Mr Cairns' superannuation fund3,563 shares held under the NED Plan
Class	Ordinary shares
Number acquired	1,608
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	<ul style="list-style-type: none"> 28,058 shares held for Mr Cairns' superannuation fund 5,171 shares held under the NED Plan
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of NED Share Rights 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.

Detail of contract	Share Rights
Nature of interest	NED Share Rights in accordance with the NED Plan Rules
Name of registered holder (if issued securities)	Not applicable
Date of change	30 August 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	1,608 NED Share Rights
Interest acquired	-
Interest disposed	1,608 NED Share Rights vested and converted into shares
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Nil

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ 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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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 June 2019

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	Direct and 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">Ms Broadbent directlyWoolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Plan)
Date of change	30 August 2019
No. of securities held prior to change	<ul style="list-style-type: none">65,138 shares held by Ms Broadbent3,919 shares held under the NED Plan
Class	Ordinary shares
Number acquired	2,412
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable
No. of securities held after change	<ul style="list-style-type: none">65,138 shares held by Ms Broadbent6,331 shares held under the NED Plan

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Appendix 3Y

Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of NED Share Rights 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.

Detail of contract	Share Rights
Nature of interest	NED Share Rights in accordance with the NED Plan Rules
Name of registered holder (if issued securities)	Not applicable
Date of change	30 August 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	2,412 NED Share Rights
Interest acquired	-
Interest disposed	2,412 NED Share Rights vested and converted into shares
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Nil

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
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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 June 2019

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">Bond Street Custodians Limited on behalf of Ms Kramer's superannuation fundWoolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Plan)
Date of change	30 August 2019
No. of securities held prior to change	<ul style="list-style-type: none">7,942 shares held for Ms Kramer's superannuation fund1,657 shares held under the NED Plan
Class	Ordinary shares
Number acquired	1,001
Number disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable

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Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	<ul style="list-style-type: none"> 7,942 shares held for Ms Kramer's superannuation fund 2,658 shares held under the NED Plan
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of NED Share Rights 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.

Detail of contract	Share Rights
Nature of interest	NED Share Rights in accordance with the NED Plan Rules
Name of registered holder (if issued securities)	Not applicable
Date of change	30 August 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	1,001 NED Share Rights
Interest acquired	-
Interest disposed	1,001 NED Share Rights vested and converted into shares
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Nil

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
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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 June 2019

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">• Invia Custodian Pty Limited on behalf of Mr Ullmer's superannuation fund• Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Plan)
Date of change	30 August 2019
No. of securities held prior to change	<ul style="list-style-type: none">• 20,000 shares held for Mr Ullmer's superannuation fund• 4,275 shares held under the NED Plan
Class	Ordinary shares
Number acquired	1,930
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

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Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	<ul style="list-style-type: none"> • 20,000 shares held for Mr Ullmer's superannuation fund • 6,205 shares held under the NED Plan
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of NED Share Rights 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.

Detail of contract	Share Rights
Nature of interest	NED Share Rights in accordance with the NED Plan Rules
Name of registered holder (if issued securities)	Not applicable
Date of change	30 August 2019
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	1,930 NED Share Rights
Interest acquired	-
Interest disposed	1,930 NED Share Rights vested and converted into shares
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Nil

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
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