



3 September 2019

ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Appendix 3Y – Change of Director’s Interest Notice

Attached is a Change of Director’s Interest Notice for Brad Banducci, Woolworths Group CEO.

Mr Banducci has sold 130,000 shares to fund expected tax payments arising from share rights vesting as part of his remuneration.

Mr Banducci’s remaining shareholding of 195,808 shares continues to exceed the company’s Minimum Shareholding Requirements to hold Woolworths Group shares to the value of 200% of his total fixed remuneration.

For further information contact:

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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	Brad Banducci
Date of last notice	10 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.	Held by HSBC Custody Nominees (Australia) Limited on behalf of Mr Banducci's family trust
Date of change	<ul style="list-style-type: none">Share Rights vested: 30 August 2019Shares transferred to existing HSBC account: 2 September 2019Balance of shares sold: 3 September 2019
No. of securities held prior to change	53,638 shares held
Class	Ordinary shares
Number acquired	Share Rights vested: 272,170
Number disposed	<ul style="list-style-type: none">Shares transferred to existing HSBC account: 142,170Balance of shares sold: 130,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$36.6487 sale price per share

+ See chapter 19 for defined terms.

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No. of securities held after change	195,808 shares held for Mr Banducci's family trust
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of 272,170 shares as follows: <ul style="list-style-type: none"> • 189,116 shares on vesting of F17 Transformation Long Term Incentive Plan (TIP) Performance Share Rights • 58,964 shares on vesting of F17 Deferred Short Term Incentive (DSTI) Share Rights • 24,090 shares on vesting of Dividend Equivalent Share Rights (DESR) Transfer of 142,170 shares to existing HSBC account On-market sale of 130,000 shares in order to meet expected tax obligations arising from Share Rights vesting

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	Vesting of F17 TIP Performance Share Rights: These vested at 78.4% based on Woolworths Group's performance against the 3-year Performance Hurdles approved at the 2016 AGM Vesting of F17 DSTI Share Rights: These represent 50% of Mr Banducci's F17 STI, which was deferred into equity for two years Allocation and vesting of DESRs: These are Share Rights equivalent to the value of dividends on the vested F17 TIP and DSTI Share Rights
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	<ul style="list-style-type: none"> • TIP Performance Share Rights: 436,498 (F17 and F18 LTI) • DSTI Share Rights: 104,090 (F17 and F18 STI) • Woolworths Incentive Share Plan (WISP) Performance Share Rights: 140,194 (F19 LTI)
Interest acquired	24,090 DESRs

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Interest disposed	<p>F17 TIP Performance Share Rights:</p> <ul style="list-style-type: none"> • 189,116 vested and converted into shares • 52,104 lapsed <p>F17 DSTI Share Rights:</p> <ul style="list-style-type: none"> • 58,964 vested and converted into shares <p>DESRs:</p> <ul style="list-style-type: none"> • 24,090 vested and converted into shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	<ul style="list-style-type: none"> • TIP Performance Share Rights: 195,278 (F18 LTI) • DSTI Share Rights: 45,126 (F18 STI) • WISP Performance Share Rights: 140,194 (F19 LTI)

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?	

⁺ See chapter 19 for defined terms.