

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	30 September 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 fund Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
Date of change	No change
No. of securities held prior to change	No change
Class	Ordinary Shares
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-
No. of securities held after change	<ul style="list-style-type: none"> 28,490 shares held for Mr Cairns' superannuation fund 5,171 shares held under the NED Equity Plan

+ See chapter 19 for defined terms.

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>No change</p>
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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	Quarterly allocation of NED Share Rights in accordance with the NED Plan Rules
Nature of interest	NED Share Rights. Woolworths Custodian Pty Ltd has been issued with the Ordinary Shares underlying the NED Share Rights. The NED Share Rights will vest and convert into Woolworths Ordinary Shares twice yearly. The resulting shares remain in the NED Equity Plan for the nominated deferral period
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd a trustee of the NED Equity Plan
Date of change	17 December 2019
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	-
Interest acquired	659 NED Share Rights
Interest disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	\$25,020.19
Interest after change	1,337 NED Share Rights

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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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	17 September 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 directly Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
Date of change	No change
No. of securities held prior to change	No change
Class	Ordinary Shares
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-
No. of securities held after change	<ul style="list-style-type: none"> 65,138 shares held by Ms Broadbent 6,331 shares held under the NED Equity Plan

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>No change</p>
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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	Quarterly allocation of NED Share Rights in accordance with the NED Plan Rules
Nature of interest	NED Share Rights. Woolworths Custodian Pty Ltd has been issued with the Ordinary Shares underlying the NED Share Rights. The NED Share Rights will vest and convert into Woolworths Ordinary Shares twice yearly. The resulting shares remain in the NED Equity Plan for the nominated deferral period
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd a trustee of the NED Equity Plan
Date of change	17 December 2019
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	-
Interest acquired	987 NED Share Rights
Interest disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	\$37,473.33
Interest after change	2,005 NED Share Rights

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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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	17 September 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 Ms Kramer's superannuation fund Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
Date of change	No change
No. of securities held prior to change	No change
Class	Ordinary Shares
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-
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 Equity Plan

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	No change
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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	Quarterly allocation of NED Share Rights in accordance with the NED Plan Rules
Nature of interest	NED Share Rights. Woolworths Custodian Pty Ltd has been issued with the Ordinary Shares underlying the NED Share Rights. The NED Share Rights will vest and convert into Woolworths Ordinary Shares twice yearly. The resulting shares remain in the NED Equity Plan for the nominated deferral period
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd a trustee of the NED Equity Plan
Date of change	17 December 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	-
Interest acquired	437 NED Share Rights
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$16,591.54
Interest after change	888 NED Share Rights

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

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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	17 September 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 Equity Plan)
Date of change	No change
No. of securities held prior to change	No change
Class	Ordinary Shares
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-
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 Equity Plan

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>No change</p>
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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.

<p>Detail of contract</p>	<p>Quarterly allocation of NED Share Rights in accordance with the NED Plan Rules</p>
<p>Nature of interest</p>	<p>NED Share Rights. Woolworths Custodian Pty Ltd has been issued with the Ordinary Shares underlying the NED Share Rights. The NED Share Rights will vest and convert into Woolworths Ordinary Shares twice yearly. The resulting shares remain in the NED Equity Plan for the nominated deferral period</p>
<p>Name of registered holder (if issued securities)</p>	<p>Woolworths Custodian Pty Ltd a trustee of the NED Equity Plan</p>
<p>Date of change</p>	<p>17 December 2019</p>
<p>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</p>	<p>-</p>
<p>Interest acquired</p>	<p>790 NED Share Rights</p>
<p>Interest disposed</p>	<p>-</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>\$29,993.85</p>
<p>Interest after change</p>	<p>1,604 NED Share Rights</p>

Part 3 – +Closed period

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

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