

WOOLWORTHS GROUP



17 June 2020

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

Quarterly NED Plans Allocation

Attached are Change of Director's Interest Notices for the Non-Executive Directors who participate in Woolworths Group's NED Equity Plan and the US NED Equity Plan.

Participating Non-Executive Directors make binding elections of the amount of their future Board fees to be salary-sacrificed into Woolworths Group equity prior to the start of each financial year.

Pursuant to approvals at its 2018 AGM, on a programmatic basis each quarter, Woolworths Group issues the shares underlying the allocation of NED Share Rights to the trustee of the NED Equity Plan.

Marcin Firek
Company Secretary
Woolworths Group Limited

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	9 April 2020

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"> • 28,840 shares held for Mr Cairns' superannuation fund • 6,508 shares held under the NED Equity Plan

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<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 as trustee of the NED Equity Plan</p>
<p>Date of change</p>	<p>17 June 2020</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>683 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>\$25,033.11</p>
<p>Interest after change</p>	<p>1,377 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>	

+ See chapter 19 for defined terms.

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	Jillian Broadbent
Date of last notice	17 March 2020

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 • 8,336 shares held under the NED Equity Plan

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<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 as trustee of the NED Equity Plan</p>
<p>Date of change</p>	<p>17 June 2020</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>1,024 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>\$37,531.34</p>
<p>Interest after change</p>	<p>2,066 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>	

Rule 3.19A.2

+ See chapter 19 for defined terms.

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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	Holly Kramer
Date of last notice	17 March 2020

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 • 3,546 shares held under the NED Equity Plan

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<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 as trustee of the NED Equity Plan</p>
<p>Date of change</p>	<p>17 June 2020</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>453 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>\$16,603.22</p>
<p>Interest after change</p>	<p>914 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>	

Rule 3.19A.2

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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	Michael Ullmer
Date of last notice	17 March 2020

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 • 7,809 shares held under the NED Equity Plan

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

<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 June 2020</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>819 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>\$30,017.74</p>
<p>Interest after change</p>	<p>1,653 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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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	Jennifer Carr-Smith
Date of last notice	17 March 2020

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	-
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	-
Date of change	-
No. of securities held prior to change	-
Class	-
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-
No. of securities held after change	-
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	-

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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 US NED Share Rights in accordance with the US NED Plan Rules
Nature of interest	US NED Share Rights. The US NED Share Rights will vest and convert into Woolworths Ordinary Shares the earlier of the end of the Director's tenure or 15 years
Name of registered holder (if issued securities)	-
Date of change	17 June 2020
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	341 US NED Share Rights
Interest disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	\$12,498.23
Interest after change	688 US 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?	

+ See chapter 19 for defined terms.