

WOOLWORTHS GROUP



31 August 2020

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

Half-Yearly NED Equity Plan Vesting

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

The NED Share Rights allocated following each quarter's salary sacrifice convert into Woolworths Group shares on a programmatic basis prior to the next 1H or FY dividend record date.

Marcin Firek
Company Secretary
Woolworths Group Limited

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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	17 June 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	31 August 2020
No. of securities held prior to 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
Class	Ordinary Shares
Number acquired	1,377
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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Change of Director's Interest Notice

No. of securities held after change	<ul style="list-style-type: none"> • 28,840 shares held for Mr Cairns' superannuation fund • 7,885 shares held under the NED Equity Plan
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Vesting of NED Share Rights. 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	NED Share Rights
Nature of interest	NED Share Rights vest and convert into Woolworths shares twice yearly
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
Date of change	31 August 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>	1,377 NED Share Rights
Interest acquired	-
Interest disposed	1,377 NED Share Rights
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	-
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?	

+ 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	Jillian Broadbent, AC
Date of last notice	17 June 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	31 August 2020
No. of securities held prior to change	<ul style="list-style-type: none">• 65,138 shares held by Ms Broadbent• 8,336 shares held under the NED Equity Plan
Class	Ordinary Shares
Number acquired	2,066
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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Change of Director's Interest Notice

No. of securities held after change	<ul style="list-style-type: none"> 65,138 shares held by Ms Broadbent 10,402 shares held under the NED Equity Plan
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Vesting of NED Share Rights. 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	NED Share Rights
Nature of interest	NED Share Rights vest and convert into Woolworths shares twice yearly
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
Date of change	31 August 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>	2,066 NED Share Rights
Interest acquired	-
Interest disposed	2,066 NED Share Rights
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	-
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?	

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 June 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	31 August 2020
No. of securities held prior to 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
Class	Ordinary Shares
Number acquired	914
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

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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 • 4,460 shares held under the NED Equity Plan
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Vesting of NED Share Rights. 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	NED Share Rights
Nature of interest	NED Share Rights vest and convert into Woolworths shares twice yearly
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
Date of change	31 August 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>	914 NED Share Rights
Interest acquired	-
Interest disposed	914 NED Share Rights
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	-
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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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, AO
Date of last notice	17 June 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	31 August 2020
No. of securities held prior to 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
Class	Ordinary Shares
Number acquired	1,653
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

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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 • 9,462 shares held under the NED Equity Plan
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Vesting of NED Share Rights. 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	NED Share Rights
Nature of interest	NED Share Rights vest and convert into Woolworths shares twice yearly
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
Date of change	31 August 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>	1,653 NED Share Rights
Interest acquired	-
Interest disposed	1,653 NED Share Rights
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	-
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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