



22 December 2020

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 50,000 shares to fund expected tax payments arising from share rights vested in August 2020 as part of his remuneration. His remaining shareholding of 332,643 shares exceeds his Minimum Shareholding Requirements to hold Woolworths Group shares to the value of 200% of his total fixed remuneration.

Authorised by: Michelle Hall, Company Secretary

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	Brad Banducci
Date of last notice	30 November 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.	Held by HSBC Custody Nominees (Australia) Limited on behalf of Mr Banducci's family trust
Date of change	18 December 2020
No. of securities held prior to change	382,643 shares held for Mr Banducci's family trust
Class	Ordinary shares
Number acquired	Not applicable
Number disposed	50,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$39.99 per share
No. of securities held after change	332,643 shares held for Mr Banducci's family trust

+ 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>On market sale of 50,000 shares to meet expected tax obligations arising from vested Share Rights</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	Performance Share Rights and Share Rights
Nature of interest	No Change
Name of registered holder (if issued securities)	Not applicable
Date of change	No Change
<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>	No Change
Interest acquired	No Change
Interest disposed	No Change
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	No Change
Interest after change	<p>No Change. Mr Banducci continues to hold:</p> <ul style="list-style-type: none"> • F19 LTI Performance Share Rights - 140,194 • F20 LTI Performance Share Rights - 133,049 • F21 LTI Performance Share Rights - 120,557 <p>Share rights</p> <ul style="list-style-type: none"> • F19 DSTI Share Rights - 29,313

+ See chapter 19 for defined terms.

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.