



1 September 2021

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 acquired 174,586 shares as part of his remuneration, following the vesting of share rights on 27 August 2021.

Mr Banducci has sold 140,000 of the shares received. His remaining shareholding of 365,729 shares continues to exceed 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

<b>Name of entity:</b> Woolworths Group Limited
<b>ABN:</b> 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.

<b>Name of Director</b>	Brad Banducci
<b>Date of last notice</b>	22 July 2021

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> 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
<b>Date of change</b>	<ul style="list-style-type: none"><li>Share Rights vested: 27 August 2021</li><li>Shares transferred to existing HSBC account: 27 August 2021</li><li>Shares sold/ transferred: 30 August 2021- 1 September 2021</li></ul>
<b>No. of securities held prior to change</b>	332,643 shares held for Mr Banducci's family trust
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	Share rights vested: 174,586
<b>Number disposed</b>	<ul style="list-style-type: none"><li>Shares sold: 140,000</li><li>Shares transferred to third party: 1,500</li></ul>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil on acquisition or transfer \$41.45 per share on sale

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>No. of securities held after change</b>	365,729 shares held for Mr Banducci's family trust
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of 174,586 shares as follows: <ul style="list-style-type: none"> <li>• 126,610 shares on vesting of F19 Long Term Incentive Plan (LTI) Performance Share Rights</li> <li>• 34,158 shares on vesting of F19 Deferred Short Term Incentive (DSTI) Share Rights</li> <li>• 13,818 shares on vesting of Dividend Equivalent Share Rights (DERs)</li> </ul> Transfer balance of 174,586 shares to existing HSBC account On market sale of 140,000 shares Off market transfer of 1,500 shares

## 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.

<b>Detail of contract</b>	Performance Share Rights and Share Rights
<b>Nature of interest</b>	F19 LTI Performance Share Rights: These vested at 77.5%, based on Woolworths Group's performance against the 3-year Performance Hurdles approved at the 2018 AGM  F19 DSTI Share Rights: These vested in full and represent 50% of Mr Banducci's F19 STI, which was deferred into equity for two years  Allocation and vesting of DERs: These are Share Rights equivalent to the value of dividends on the vested F19 LTI Performance Share Rights and DSTI Share Rights.
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	27 August 2021
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	<ul style="list-style-type: none"> <li>• F19 LTI Performance Share Rights - 163,368</li> <li>• F20 LTI Performance Share Rights - 155,042</li> <li>• F21 LTI Performance Share Rights - 140,485</li> <li>• F19 DSTI Share Rights - 34,158</li> </ul>
<b>Interest acquired</b>	13,818 DERs

+ See chapter 19 for defined terms.

<b>Interest disposed</b>	<p>F19 LTI Performance Share Rights:</p> <ul style="list-style-type: none"> <li>• 126,610 vested and converted into shares</li> <li>• 36,758 lapsed</li> </ul> <p>F19 DSTI Share Rights:</p> <ul style="list-style-type: none"> <li>• 34,158 vested and converted into shares</li> </ul> <p>DERs:</p> <ul style="list-style-type: none"> <li>• 13,818 vested and converted into shares</li> </ul>
<b>Value/Consideration</b> <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"> <li>• F20 LTI Performance Share Rights - 155,042</li> <li>• F21 LTI Performance Share Rights - 140,485</li> </ul>

**Part 3 – <sup>+</sup> Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

<sup>+</sup> See chapter 19 for defined terms.