



2 September 2021

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.

Shares have also been released from the NED Equity Plan to Mr Scott Perkins and Mr Gordon Cairns at the conclusion of the nominated deferral period.

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	Gordon Cairns
Date of last notice	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.

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 fundWoolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
Date of change	31 August 2021
No. of securities held prior to change	<ul style="list-style-type: none">29,610 shares held for Mr Cairns' superannuation fund9,071 shares held under the NED Equity Plan
Class	Ordinary Shares
Number acquired	1,275 NED Share Rights vested and converted into restricted shares
Number disposed	-

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable
No. of securities held after change	<ul style="list-style-type: none"> • 31,391 shares held for Mr Cairns' superannuation fund • 8,565 shares held under the NED Equity Plan
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<ul style="list-style-type: none"> • Vesting of NED Share Rights. NED Share Rights vest and convert into shares twice yearly. These shares remain in the NED Plan under restriction for the nominated deferral period • Release of 1,781 restricted shares from NED Plan at the end for the nominated deferral period • Transfer of 1,781 shares to Mr Cairns' superannuation fund

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 2021
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	1,275 NED Share Rights
Interest acquired	-
Interest disposed	1,275 NED Share Rights
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	Nil

Part 3 – +Closed period

+ See chapter 19 for defined terms.

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ 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	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.

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 2021
No. of securities held prior to change	<ul style="list-style-type: none">• 7,942 shares held for Ms Kramer's superannuation fund• 5,333 shares held under the NED Equity Plan
Class	Ordinary Shares
Number acquired	873 NED Share Rights vested and converted into restricted shares
Number disposed	-

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable
No. of securities held after change	<ul style="list-style-type: none"> 7,942 shares held for Ms Kramer's superannuation fund 6,206 shares held under the NED Equity Plan
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of NED Share Rights NED Share Rights vest and convert into shares twice yearly. 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 2021
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	873 NED Share Rights
Interest acquired	-
Interest disposed	873 NED Share Rights
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
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
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+ See chapter 19 for defined terms.

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If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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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	Scott Perkins
Date of last notice	4 September 2018

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 both directly by Mr Perkins and indirectly on behalf of his superannuation fund
Date of change	1 September 2021
No. of securities held prior to change	7,461 shares held by Mr Perkins 7,114 shares held on behalf of Mr Perkins' superannuation fund 2,898 shares held by Woolworths Custodian Pty Ltd as trustee of the NED Plan
Class	Ordinary shares
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

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No. of securities held after change	10,359 shares held by Mr Perkins 7,114 shares held on behalf of Mr Perkins' superannuation fund
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	2,898 restricted shares released from the NED plan at the end for the nominated deferral period and transferred to Mr Perkins

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	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
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	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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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	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.

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 fundWoolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
Date of change	31 August 2021
No. of securities held prior to change	<ul style="list-style-type: none">20,000 shares held for Mr Ullmer's superannuation fund11,044 shares held under the NED Equity Plan
Class	Ordinary Shares
Number acquired	1,699 NED Share Rights vested and converted into restricted shares
Number disposed	-

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable
No. of securities held after change	<ul style="list-style-type: none"> 20,000 shares held for Mr Ullmer's superannuation fund 12,743 shares held under the NED Equity Plan
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of NED Share Rights. NED Share Rights vest and convert into shares twice yearly. 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 2021
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	1,699 NED Share Rights
Interest acquired	-
Interest disposed	1,699 NED Share Rights
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
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
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If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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