

4 March 2022

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 Gordon Cairns at the conclusion of the nominated deferral period.

Authorised by: Michelle Hall, Company Secretary

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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	Holly Kramer
Date of last notice	17 December 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	1 March 2022
No. of securities held prior to 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
Class	Ordinary Shares
Number acquired	859
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-

+ See chapter 19 for defined terms.

Appendix 3Y

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 • 7,065 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 Equity 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	1 March 2022
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	859 NED Share Rights
Interest acquired	-
Interest disposed	859 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
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	Gordon Cairns
Date of last notice	2 September 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 fund• Macquarie Wrap on behalf of Bannockburn Group Pty Ltd• Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
Date of change	1 March 2022
No. of securities held prior to 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
Class	Ordinary Shares
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	<ul style="list-style-type: none"> • 31,391 shares held for Mr Cairns' superannuation fund • 1,782 shares held for Bannockburn Group Pty Ltd • 6,783 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"> • Release of 1,782 restricted shares from NED Equity Plan at the end of the nominated deferral period • Transfer of 1,782 shares to Bannockburn Group Pty Ltd

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

+ See chapter 19 for defined terms.