

27 February 2023

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

Half-Yearly NED Equity Plan Vesting

Attached is a Change of Director's Interest Notice for Holly Kramer, a Woolworths Group Non-Executive Director who participates in the Woolworths Group NED Equity Plan.

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

Authorised by: Kate Eastoe, Group Company Secretary

For further information contact

Investors and analysts

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Media

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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	19 December 2022

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	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	27 February 2023
No. of securities held prior to change	<ul style="list-style-type: none"> 7,942 shares held for Ms Kramer's superannuation fund 8,016 shares held under the NED Equity Plan
Class	Ordinary shares
Number acquired	938
Number disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	-
No. of securities held after change	<ul style="list-style-type: none"> 7,942 shares held for Ms Kramer's superannuation fund 8,954 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. 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

+ See chapter 19 for defined terms.

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	The NED Share Rights will vest and convert into Woolworths Ordinary Shares twice yearly. The resulting shares remain in the NED Equity Plan for the nominated deferral period
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
Date of change	27 February 2023
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>	938 NED Share Rights
Interest acquired	-
Interest disposed	938 NED Share Rights
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.