

31 August 2023

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

## Appendix 3Y - Brad Banducci

Attached is a Change of Director's Interest Notice for Mr Brad Banducci, Woolworths Group CEO.

Mr Banducci received 121,992 Woolworths Group shares as part of his remuneration, following the vesting of performance share rights on 24 August 2023. Mr Banducci has sold 75,000 shares on-market to fund taxation obligations. His remaining shareholding of 294,570 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:** Kate Eastoe, 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

<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>	16 November 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.

<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 held for Mr Banducci's family trust
<b>Date of change</b>	Performance share rights vested on 24 August 2023 Sale of shares occurred on 28 August 2023 and 29 August 2023
<b>No. of securities held prior to change</b>	247,578 shares
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	121,992
<b>Number disposed</b>	75,000
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	No consideration for shares acquired due to vesting Sale of shares on-market at \$37.934 average price per share
<b>No. of securities held after change</b>	294,570 shares (76,927 held for Mr Banducci and 217,643 held for Mr Banducci's family trust)

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><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</p>	<p>Acquisition of 121,992 shares as follows:</p> <ul style="list-style-type: none"> <li>● 75,762 shares on vesting of F21 Long Term Incentive Plan (LTI) Performance Incentive Share Rights</li> <li>● 46,230 shares on vesting of F21 Deferred Short Term Incentive (DSTI) Share Rights</li> </ul> <p>The above vestings include Dividend Equivalent Rights (DERs)</p> <p>On-market sale of 75,000 shares</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.

<p><b>Detail of contract</b></p>	<p>Performance Share Rights and Share Rights</p>
<p><b>Nature of interest</b></p>	<ul style="list-style-type: none"> <li>● F21 LTI Performance Share Rights: These vested at 49.9%, based on Woolworths Group's performance against the 3-year Performance Hurdles approved at the 2020 AGM</li> <li>● F21 DSTI Share Rights: These vested in full and represent 50% of Mr Banducci's F21 STI, which was deferred into equity for two years</li> <li>● Allocation and vesting of DERs: These are Share Rights equivalent to the value of dividends on the vested F21 LTI Performance Share Rights and DSTI Share Rights</li> </ul>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans</p>
<p><b>Date of change</b></p>	<p>24 August 2023</p>
<p><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</p>	<p>Performance Share Rights:</p> <ul style="list-style-type: none"> <li>● F21 LTI Performance Share Rights - 140,485</li> <li>● F22 LTI Performance Share Rights - 117,531</li> <li>● F23 LTI Performance Share Rights - 123,013</li> </ul> <p>Share Rights:</p> <ul style="list-style-type: none"> <li>● F21 DSTI Share Rights - 43,918</li> <li>● F22 DSTI Share Rights - 21,336</li> </ul>
<p><b>Interest acquired</b></p>	<p>7,972 DERs</p>
<p><b>Interest disposed</b></p>	<p>F21 LTI Performance Share Rights:</p> <ul style="list-style-type: none"> <li>● 70,102 vested and converted into shares</li> <li>● 76,067 lapsed</li> </ul> <p>F21 DSTI Share Rights:</p> <ul style="list-style-type: none"> <li>● 43,918 vested and converted into shares</li> </ul> <p>DERs:</p> <ul style="list-style-type: none"> <li>● 7,972 vested and converted into shares</li> </ul>

+ See chapter 19 for defined terms.

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Performance Share Rights: <ul style="list-style-type: none"> <li>• F22 LTI Performance Share Rights - 117,531</li> <li>• F23 LTI Performance Share Rights - 123,013</li> </ul> Share Rights: <ul style="list-style-type: none"> <li>• F22 DSTI Share Rights - 21,336</li> </ul>

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +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

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