

1 March 2024

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 Non-Executive Directors Holly Kramer, Tracey Fellows and Warwick Bray, who participate in the Woolworths Group NED Equity Plan.

Share Rights allocated to the Australian NEDs under the plan following each quarter's salary sacrifice convert into Woolworths Group shares on a programmatic basis twice yearly, prior to the 1H or FY dividend record date as applicable.

**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

<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>	Holly Kramer
<b>Date of last notice</b>	14 December 2023

### 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.	Shares held by: <ul style="list-style-type: none"><li>Bond Street Custodians Limited on behalf of Ms Kramer's superannuation fund</li><li>Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)</li></ul>
<b>Date of change</b>	26 February 2024
<b>No. of securities held prior to change</b>	<ul style="list-style-type: none"><li>7,942 shares held for Ms Kramer's superannuation fund</li><li>9,832 shares held under the NED Equity Plan</li></ul>
<b>Class</b>	Ordinary Shares
<b>Number acquired</b>	896
<b>Number disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	-
<b>No. of securities held after change</b>	<ul style="list-style-type: none"><li>7,942 shares held for Ms Kramer's superannuation fund</li><li>10,728 shares held under the NED Equity Plan</li></ul>
<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	Vesting of NED Share Rights. NED Share Rights vest and convert into shares twice yearly. The shares remain in the NED Equity Plan under restriction for the nominated deferral period

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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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.

<b>Detail of contract</b>	NED Share Rights
<b>Nature of interest</b>	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
<b>Name of registered holder (if issued securities)</b>	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
<b>Date of change</b>	26 February 2024
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	896 NED Share Rights
<b>Interest acquired</b>	-
<b>Interest disposed</b>	896 NED Share Rights
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	Nil

#### 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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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>	Tracey Fellows
<b>Date of last notice</b>	14 December 2023

### 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> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares held by Adair Superannuation Nominees Pty Ltd as trustee for the Adair Family Superfund
<b>Date of change</b>	26 February 2024
<b>No. of securities held prior to change</b>	2,706 shares held by Adair Superannuation Nominees Pty Ltd as trustee for the Adair Family Superfund
<b>Class</b>	Ordinary Shares
<b>Number acquired</b>	185
<b>Number disposed</b>	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	-
<b>No. of securities held after change</b>	<ul style="list-style-type: none"> <li>2,706 shares held by Adair Superannuation Nominees Pty Ltd as trustee for the Adair Family Superfund</li> <li>185 shares held under the NED Equity Plan</li> </ul>
<b>Nature of change</b> <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. The shares remain in the NED Equity Plan under restriction for the nominated deferral period

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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.

<b>Detail of contract</b>	NED Share Rights
<b>Nature of interest</b>	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
<b>Name of registered holder (if issued securities)</b>	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
<b>Date of change</b>	26 February 2024
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	185 NED Share Rights
<b>Interest acquired</b>	-
<b>Interest disposed</b>	185 NED Share Rights
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	Nil

## 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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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>	Warwick Bray
<b>Date of last notice</b>	14 December 2023

### 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.	-
<b>Date of change</b>	26 February 2024
<b>No. of securities held prior to change</b>	-
<b>Class</b>	Ordinary Shares
<b>Number acquired</b>	864
<b>Number disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	-
<b>No. of securities held after change</b>	864 shares held under the NED Equity Plan
<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	Vesting of NED Share Rights. NED Share Rights vest and convert into shares twice yearly. The shares remain in the NED Equity Plan under restriction for the nominated deferral period

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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.

<b>Detail of contract</b>	NED Share Rights
<b>Nature of interest</b>	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
<b>Name of registered holder (if issued securities)</b>	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
<b>Date of change</b>	26 February 2024
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	864 NED Share Rights
<b>Interest acquired</b>	-
<b>Interest disposed</b>	864 NED Share Rights
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	Nil

#### 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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