

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	Brad Banducci
Date of last notice	3 September 2019

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.	Held by HSBC Custody Nominees (Australia) Limited on behalf of Mr Banducci's family trust
Date of change	No change
No. of securities held prior to change	No change
Class	Ordinary shares
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-
No. of securities held after change	195,808 shares held for Mr Banducci's family trust

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	No change
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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.

Detail of contract	Share Rights and Performance Share Rights
Nature of interest	Two allocations: - F19 Deferred Short Term Incentive Plan (F19 DSTI) Share Rights - F20 Woolworths Incentive Share Plan (F20 LTI) Performance Share Rights. Vesting is subject to Woolworths Group's performance against the 3-year performance hurdles approved at the 2019 AGM
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of Woolworths Group's share plans
Date of change	18 December 2019
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	Performance Share Rights: - F18 LTI - 195,278 - F19 LTI - 140,194 Share Rights: - F18 DSTI 45,126
Interest acquired	- F20 LTI Performance Share Rights - 133,049 - F19 DSTI Share Rights - 29,313
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	- The Share Rights represent 50% of Mr Banducci's F19 STI award (half of the STI award is cash and half is deferred equity) - The Performance Share Rights represent Mr Banducci's F20 LTI award, which has a maximum value of 170% of his Total Fixed Remuneration at 1 July 2019

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Interest after change	Performance Share Rights: • F18 LTI - 195,278 • F19 LTI - 140,194 • F20 LTI - 133,049 Share Rights: • F18 DSTI - 45,126 • F19 DSTI - 29,313
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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.