



17 June 2020

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

## **Quarterly NED Plans Allocation**

Attached are Change of Director's Interest Notices for the Non-Executive Directors who participate in Woolworths Group's NED Equity Plan and the US NED Equity Plan.

Participating Non-Executive Directors make binding elections of the amount of their future Board fees to be salary-sacrificed into Woolworths Group equity prior to the start of each financial year.

Pursuant to approvals at its 2018 AGM, on a programmatic basis each quarter, Woolworths Group issues the shares underlying the allocation of NED Share Rights to the trustee of the NED Equity Plan.

**Marcin Firek**  
Company Secretary  
Woolworths Group Limited

# 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>    | Gordon Cairns |
| <b>Date of last notice</b> | 9 April 2020  |

### 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><br>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 Mr Cairns' 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>                                                                                                                                | No change                                                                                                                                                                                                                                                                    |
| <b>No. of securities held prior to change</b>                                                                                                        | No change                                                                                                                                                                                                                                                                    |
| <b>Class</b>                                                                                                                                         | Ordinary Shares                                                                                                                                                                                                                                                              |
| <b>Number acquired</b>                                                                                                                               | -                                                                                                                                                                                                                                                                            |
| <b>Number disposed</b>                                                                                                                               | -                                                                                                                                                                                                                                                                            |
| <b>Value/Consideration</b><br>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>• 28,840 shares held for Mr Cairns' superannuation fund</li><li>• 6,508 shares held under the NED Equity Plan</li></ul>                                                                                                                |

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

|                                                                                                                                                                             |           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | No change |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|

## 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>                                                                                                                                                    | Quarterly allocation of NED Share Rights in accordance with the NED Plan Rules                                                                                                                                                                                                                         |
| <b>Nature of interest</b>                                                                                                                                                    | NED Share Rights. Woolworths Custodian Pty Ltd has been issued with the Ordinary Shares underlying the NED Share Rights. 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>                                                                                                                                                        | 17 June 2020                                                                                                                                                                                                                                                                                           |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | -                                                                                                                                                                                                                                                                                                      |
| <b>Interest acquired</b>                                                                                                                                                     | 683 NED Share Rights                                                                                                                                                                                                                                                                                   |
| <b>Interest disposed</b>                                                                                                                                                     | -                                                                                                                                                                                                                                                                                                      |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 | \$25,033.11                                                                                                                                                                                                                                                                                            |
| <b>Interest after change</b>                                                                                                                                                 | 1,377 NED Share Rights                                                                                                                                                                                                                                                                                 |

## 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>                                               |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                    |    |

+ See chapter 19 for defined terms.

# 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>    | Jillian Broadbent |
| <b>Date of last notice</b> | 17 March 2020     |

### 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>                                                                                                                   | Direct and indirect                                                                                                                                                                                                     |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Shares held by: <ul style="list-style-type: none"><li>• Ms Broadbent directly</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>                                                                                                                                | No change                                                                                                                                                                                                               |
| <b>No. of securities held prior to change</b>                                                                                                        | No change                                                                                                                                                                                                               |
| <b>Class</b>                                                                                                                                         | Ordinary Shares                                                                                                                                                                                                         |
| <b>Number acquired</b>                                                                                                                               | -                                                                                                                                                                                                                       |
| <b>Number disposed</b>                                                                                                                               | -                                                                                                                                                                                                                       |
| <b>Value/Consideration</b><br>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>• 65,138 shares held by Ms Broadbent</li><li>• 8,336 shares held under the NED Equity Plan</li></ul>                                                                              |

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

|                                                                                                                                                                                            |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | No change |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|

## 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>                                                                                                                                                                   | Quarterly allocation of NED Share Rights in accordance with the NED Plan Rules                                                                                                                                                                                                                         |
| <b>Nature of interest</b>                                                                                                                                                                   | NED Share Rights. Woolworths Custodian Pty Ltd has been issued with the Ordinary Shares underlying the NED Share Rights. 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>                                                                                                                                                                       | 17 June 2020                                                                                                                                                                                                                                                                                           |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | -                                                                                                                                                                                                                                                                                                      |
| <b>Interest acquired</b>                                                                                                                                                                    | 1,024 NED Share Rights                                                                                                                                                                                                                                                                                 |
| <b>Interest disposed</b>                                                                                                                                                                    | -                                                                                                                                                                                                                                                                                                      |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 | \$37,531.34                                                                                                                                                                                                                                                                                            |
| <b>Interest after change</b>                                                                                                                                                                | 2,066 NED Share Rights                                                                                                                                                                                                                                                                                 |

## 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>                                               |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                    |    |

Rule 3.19A.2

+ See chapter 19 for defined terms.

# 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.

|                            |               |
|----------------------------|---------------|
| <b>Name of Director</b>    | Holly Kramer  |
| <b>Date of last notice</b> | 17 March 2020 |

### 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><br>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>                                                                                                                                | No change                                                                                                                                                                                                                                                                     |
| <b>No. of securities held prior to change</b>                                                                                                        | No change                                                                                                                                                                                                                                                                     |
| <b>Class</b>                                                                                                                                         | Ordinary Shares                                                                                                                                                                                                                                                               |
| <b>Number acquired</b>                                                                                                                               | -                                                                                                                                                                                                                                                                             |
| <b>Number disposed</b>                                                                                                                               | -                                                                                                                                                                                                                                                                             |
| <b>Value/Consideration</b><br>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>• 3,546 shares held under the NED Equity Plan</li></ul>                                                                                                                 |

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

|                                                                                                                                                                                            |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | No change |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|

## 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>                                                                                                                                                                   | Quarterly allocation of NED Share Rights in accordance with the NED Plan Rules                                                                                                                                                                                                                         |
| <b>Nature of interest</b>                                                                                                                                                                   | NED Share Rights. Woolworths Custodian Pty Ltd has been issued with the Ordinary Shares underlying the NED Share Rights. 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>                                                                                                                                                                       | 17 June 2020                                                                                                                                                                                                                                                                                           |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | -                                                                                                                                                                                                                                                                                                      |
| <b>Interest acquired</b>                                                                                                                                                                    | 453 NED Share Rights                                                                                                                                                                                                                                                                                   |
| <b>Interest disposed</b>                                                                                                                                                                    | -                                                                                                                                                                                                                                                                                                      |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 | \$16,603.22                                                                                                                                                                                                                                                                                            |
| <b>Interest after change</b>                                                                                                                                                                | 914 NED Share Rights                                                                                                                                                                                                                                                                                   |

## 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>                                               |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                    |    |

Rule 3.19A.2

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

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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>    | Michael Ullmer |
| <b>Date of last notice</b> | 17 March 2020  |

### 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><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Shares held by: <ul style="list-style-type: none"><li>• Invia Custodian Pty Limited on behalf of Mr Ullmer'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>                                                                                                                                | No change                                                                                                                                                                                                                                                                  |
| <b>No. of securities held prior to change</b>                                                                                                        | No change                                                                                                                                                                                                                                                                  |
| <b>Class</b>                                                                                                                                         | Ordinary Shares                                                                                                                                                                                                                                                            |
| <b>Number acquired</b>                                                                                                                               |                                                                                                                                                                                                                                                                            |
| <b>Number disposed</b>                                                                                                                               | -                                                                                                                                                                                                                                                                          |
| <b>Value/Consideration</b><br>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>• 20,000 shares held for Mr Ullmer's superannuation fund</li><li>• 7,809 shares held under the NED Equity Plan</li></ul>                                                                                                             |

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

|                                                                                                                                                                                            |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | No change |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|

## 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>                                                                                                                                                                   | Quarterly allocation of NED Share Rights in accordance with the NED Plan Rules                                                                                                                                                                                                                         |
| <b>Nature of interest</b>                                                                                                                                                                   | NED Share Rights. Woolworths Custodian Pty Ltd has been issued with the Ordinary Shares underlying the NED Share Rights. 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 a trustee of the NED Equity Plan                                                                                                                                                                                                                                          |
| <b>Date of change</b>                                                                                                                                                                       | 17 June 2020                                                                                                                                                                                                                                                                                           |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | -                                                                                                                                                                                                                                                                                                      |
| <b>Interest acquired</b>                                                                                                                                                                    | 819 NED Share Rights                                                                                                                                                                                                                                                                                   |
| <b>Interest disposed</b>                                                                                                                                                                    | -                                                                                                                                                                                                                                                                                                      |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 | \$30,017.74                                                                                                                                                                                                                                                                                            |
| <b>Interest after change</b>                                                                                                                                                                | 1,653 NED Share Rights                                                                                                                                                                                                                                                                                 |

## 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>                                               |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                    |    |

+ See chapter 19 for defined terms.

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## 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>    | Jennifer Carr-Smith |
| <b>Date of last notice</b> | 17 March 2020       |

### 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>                                                                                                                                          | - |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest.                        | - |
| <b>Date of change</b>                                                                                                                                                       | - |
| <b>No. of securities held prior to change</b>                                                                                                                               | - |
| <b>Class</b>                                                                                                                                                                | - |
| <b>Number acquired</b>                                                                                                                                                      | - |
| <b>Number disposed</b>                                                                                                                                                      | - |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | - |
| <b>No. of securities held after change</b>                                                                                                                                  | - |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | - |

+ 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>                                                                                                                                                                   | Quarterly allocation of US NED Share Rights in accordance with the US NED Plan Rules                                                                           |
| <b>Nature of interest</b>                                                                                                                                                                   | US NED Share Rights. The US NED Share Rights will vest and convert into Woolworths Ordinary Shares the earlier of the end of the Director's tenure or 15 years |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                                     | -                                                                                                                                                              |
| <b>Date of change</b>                                                                                                                                                                       | 17 June 2020                                                                                                                                                   |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | -                                                                                                                                                              |
| <b>Interest acquired</b>                                                                                                                                                                    | 341 US NED Share Rights                                                                                                                                        |
| <b>Interest disposed</b>                                                                                                                                                                    | -                                                                                                                                                              |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 | \$12,498.23                                                                                                                                                    |
| <b>Interest after change</b>                                                                                                                                                                | 688 US NED Share Rights                                                                                                                                        |

#### 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>                                               |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                    |    |

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+ See chapter 19 for defined terms.