



Announcement Summary

Entity name

WOOLWORTHS GROUP LIMITED

Date of this announcement

Thursday July 22, 2021

The +securities the subject of this notification are:

☒ +Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
WOWAK	PERFORMANCE RIGHTS	1,283,285	16/07/2021
WOWAA	SHARE RIGHTS	323,323	16/07/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

WOOLWORTHS GROUP LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

88000014675

1.3 ASX issuer code

WOW

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

22/7/2021



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

☒ +Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ has an existing ASX security code ("existing class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Additional +securities in an existing class issued under an +employee incentive scheme**ASX +security code and description**

WOWAK : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

16/7/2021

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
Brad Banducci	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans	65,095
Stephen Donohue	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans	16,759
Stephen Harrison	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans	20,090
Natalie Davis	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans	22,142

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

Annexure C.4(a) of the Demerger Booklet dated 10 May 2021 outlines the adjustment process for existing performance share rights granted under the Woolworths Incentive Share Plan:

https://www.woolworthsgroup.com.au/icms_docs/195896_demerger-booklet-including-notice-of-meeting.pdf

Pages 57-60 of the 2020 Annual Report detail the executive remuneration framework: https://www.woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/Annual_Reports/annual-report-2020/

**Any other information the entity wishes to provide about the +securities the subject of this notification**

Adjustment to existing performance share rights grants under the Woolworths Incentive Share Plan to accommodate for the fall in Woolworths Group's share price resulting from the demerger of Endeavour Group from Woolworths Group as described in Annexure C.4(a) of the Demerger Booklet dated 10 May 2021

Issue details

Number of +securities

1,283,285

Additional +securities in an existing class issued under an +employee incentive scheme**ASX +security code and description**

WOWAA : SHARE RIGHTS

Date the +securities the subject of this notification were issued

16/7/2021

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
Gordon Cairns	Woolworths Custodian Pty Ltd as Trustee of the NED Equity Plan	180
Michael Ullmer	Woolworths Custodian Pty Ltd as Trustee of the NED Equity Plan	240
Holly Kramer	Woolworths Custodian Pty Ltd as Trustee of the NED Equity Plan	123
Jennifer Carr-Smith	Jennifer Carr-Smith	320
Brad Banducci		4,845



	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans	
Stephen Donohue	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans	2,983
Stephen Harrison	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans	1,301
Natalie Davis	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans	3,001

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

Annexure C.4(a) of the Demerger Booklet dated 10 May 2021 outlines the adjustment process for existing share rights granted under Woolworths Group share plans:

https://www.woolworthsgroup.com.au/icms_docs/195896_demerger-booklet-including-notice-of-meeting.pdf

AU NED Share Rights: Pages 16-19 of the 2018 Notice of Meeting:

https://www.woolworthsgroup.com.au/icms_docs/195432_2018-notice-of-meeting.pdf

US NED Share Rights Terms: Pages 12-13 of the 2019 Notice of Meeting

https://www.woolworthsgroup.com.au/icms_docs/195608_2019-notice-of-meeting.pdf

Pages 57-60 of the 2020 Annual Report detail the executive remuneration framework: https://www.woolworthsgroup.com.au/page/investors/our-performance/reports/Reports/Annual_Reports/annual-report-2020/

Any other information the entity wishes to provide about the +securities the subject of this notification

Adjustment to existing share rights granted under various Woolworths Group share plans to accommodate for the fall in Woolworths Group's share price resulting from the demerger of Endeavour Group from Woolworths Group as described in Annexure C.4(a) of the Demerger Booklet dated 10 May 2021

The adjustments were processed on 16 July 2021 for all share plans other than the NED Equity Plan. NED Equity Plan adjustments were processed on 20 July 2021

Issue details

Number of +securities

323,323



Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
WOW : ORDINARY FULLY PAID	1,267,652,417

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
WOWAK : PERFORMANCE RIGHTS	9,460,951
WOWAA : SHARE RIGHTS	2,600,578



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☒ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ Yes

5.2a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

18/6/2021