



22 July 2021

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

Appendix 3Y - Change of Director's Interest Notice

Attached is a Change of Director's Interest Notice for Mr Gordon Cairns, Ms Jennifer Carr-Smith, Ms Holly Kramer, Mr Michael Ullmer and Mr Brad Banducci.

The changes in interests are a result of the adjustment to existing share rights granted under the NED Equity Plan and to Mr Banducci's existing Performance Share Rights and Deferred Short Term Incentive Share Rights grants, to accommodate for the fall in Woolworths Group's share price resulting from the demerger of Endeavour Group from Woolworths Group. Further details are described in Annexure C.4(a) of the Demerger Booklet dated 10 May 2021.

Authorised by: Michelle Hall, Company Secretary

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	Gordon Cairns
Date of last notice	17 June 2021

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.	Shares held by: • Bond Street Custodians Limited on behalf of Mr Cairns' superannuation fund • Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
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	• 29,610 shares held for Mr Cairns' superannuation fund • 9,071 shares held under the NED Equity Plan

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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
---	-----------

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	Adjustment to existing share rights granted under Woolworths Group NED Equity 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
Nature of interest	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
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
Date of change	20 July 2021
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	-
Interest acquired	180 NED Share Rights
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$0.00
Interest after change	1,275 NED Share Rights

+ See chapter 19 for defined terms.

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?	Yes - The change in interest occurred during a closed period due to the VWAP period used to determine the adjustment falling within a blackout period under the Woolworths Group Securities Trading Policy. The number of additional shares rights to be granted was calculated by comparing the Woolworths Group share pre-demerger VWAP with the Woolworths Group share post-demerger VWAP, in accordance with Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A - The adjustment was initiated by Woolworths Group in accordance with the methodology outlined in Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If prior written clearance was provided, on what date was this provided?	N/A

+ 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.

Name of Director	Jennifer Carr-Smith
Date of last notice	17 June 2021

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	-
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	-
Date of change	-
No. of securities held prior to change	-
Class	-
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	-
No. of securities held after change	-
Nature of change 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.

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	Adjustment to existing share rights granted under Woolworths Group NED Equity 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
Nature of interest	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
Name of registered holder (if issued securities)	-
Date of change	20 July 2021
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	-
Interest acquired	320 NED Share Rights
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$0.00
Interest after change	2,275 NED Share Rights

+ See chapter 19 for defined terms.

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?	Yes - The change in interest occurred during a closed period due to the VWAP period used to determine the adjustment falling within a blackout period under the Woolworths Group Securities Trading Policy. The number of additional shares rights to be granted was calculated by comparing the Woolworths Group share pre-demerger VWAP with the Woolworths Group share post-demerger VWAP, in accordance with Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A - The adjustment was initiated by Woolworths Group in accordance with the methodology outlined in Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If prior written clearance was provided, on what date was this provided?	N/A

+ 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.

Name of Director	Holly Kramer
Date of last notice	17 June 2021

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.	Shares held by: - Bond Street Custodians Limited on behalf of Ms Kramer's superannuation fund - Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
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	7,942 shares held for Ms Kramer's superannuation fund 5,333 shares held under the NED Equity Plan

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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
---	-----------

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	Adjustment to existing share rights granted under Woolworths Group NED Equity 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
Nature of interest	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
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
Date of change	20 July 2021
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	-
Interest acquired	123 NED Share Rights
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$0.00
Interest after change	873 NED Share Rights

+ See chapter 19 for defined terms.

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?	Yes - The change in interest occurred during a closed period due to the VWAP period used to determine the adjustment falling within a blackout period under the Woolworths Group Securities Trading Policy. The number of additional shares rights to be granted was calculated by comparing the Woolworths Group share pre-demerger VWAP with the Woolworths Group share post-demerger VWAP, in accordance with Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A - The adjustment was initiated by Woolworths Group in accordance with the methodology outlined in Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If prior written clearance was provided, on what date was this provided?	N/A

+ 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.

Name of Director	Michael Ullmer AO
Date of last notice	17 June 2021

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.	Shares held by: • Invia Custodian Pty Limited on behalf of Mr Ullmer's superannuation fund • Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
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	-

+ See chapter 19 for defined terms.

No. of securities held after change	20,000 shares held for Mr Ullmer's superannuation fund 11,044 shares held under the NED Equity Plan
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

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	Adjustment to existing share rights granted under Woolworths Group NED Equity 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
Nature of interest	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
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of the NED Equity Plan
Date of change	20 July 2021
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	-
Interest acquired	240 NED Share Rights
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$0.00
Interest after change	1,699 NED Share Rights

+ See chapter 19 for defined terms.

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?	Yes - The change in interest occurred during a closed period due to the VWAP period used to determine the adjustment falling within a blackout period under the Woolworths Group Securities Trading Policy. The number of additional shares rights to be granted was calculated by comparing the Woolworths Group share pre-demerger VWAP with the Woolworths Group share post-demerger VWAP, in accordance with Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A - The adjustment was initiated by Woolworths Group in accordance with the methodology outlined in Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If prior written clearance was provided, on what date was this provided?	N/A

+ 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.

Name of Director	Brad Banducci
Date of last notice	22 December 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.

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	332,643 shares held for Mr Banducci's family trust
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

+ See chapter 19 for defined terms.

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	Adjustment to existing share rights granted under Woolworths Group NED Equity 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
Nature of interest	Adjustment allocations to: • F19 Deferred Short Term Incentive Plan (F19 DSTI) Share Rights • F19 Long Term Incentive (LTI) Performance Share Rights • F20 Long Term Incentive Performance Share Rights • F21 Long Term Incentive Performance Share Rights
Name of registered holder (if issued securities)	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans
Date of change	16 July 2021
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	• F19 LTI Performance Share Rights - 140,194 • F20 LTI Performance Share Rights - 133,049 • F21 LTI Performance Share Rights - 120,557 • F19 DSTI Share Rights - 29,313
Interest acquired	• F19 LTI Performance Share Rights - 23,174 • F20 LTI Performance Share Rights - 21,993 • F21 LTI Performance Share Rights - 19,928 • F19 DSTI Share Rights - 4,845
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$0.00
Interest after change	• F19 LTI Performance Share Rights - 163,368 • F20 LTI Performance Share Rights - 155,042 • F21 LTI Performance Share Rights - 140,485 • F19 DSTI Share Rights - 34,158

+ See chapter 19 for defined terms.

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?	Yes - The change in interest occurred during a closed period due to the VWAP period used to determine the adjustment falling within a blackout period under the Woolworths Group Securities Trading Policy. The number of additional shares rights to be granted was calculated by comparing the Woolworths Group share pre-demerger VWAP with the Woolworths Group share post-demerger VWAP, in accordance with Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A - The adjustment was initiated by Woolworths Group in accordance with the methodology outlined in Annexure C.4(a) of the Demerger Booklet dated 10 May 2021
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.