ASX Announcement

1 September 2022

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

Appendix 3Y - Director's Interest Notices

Attached are Changes of Director's Interest Notices for Mr Gordon Cairns, following release of shares from the NED Equity Plan to Mr Cairns at the conclusion of the nominated deferral period, and Mr Scott Perkins, Mr Philip Chronican and Ms Maxine Brenner, relating to shares purchased on market.

Also attached is a Change of Director's Interest Notice for Mr Brad Banducci, Woolworths Group CEO.

Mr Banducci received 111,849 Woolworths Group shares as part of his remuneration, following the vesting of performance share rights on 26 August 2022. Mr Banducci has sold 230,000 shares to fund taxation obligations. His remaining shareholding of 247,578 shares continues to exceed his Minimum Shareholding Requirements to hold Woolworths Group shares to the value of 200% of his total fixed remuneration by more than two times.

Authorised by: Michelle Hall, Company Secretary

For further information contact

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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

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	4 March 2022

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 ● Macquarie Wrap on behalf of Bannockburn Group Pty Ltd ● Woolworths Custodian Pty Ltd as trustee of the Woolworths Group Non-Executive Directors Equity Plan (NED Equity Plan)
Date of change	30 August 2022
No. of securities held prior to change	● 31,391 shares held for Mr Cairns' superannuation fund ● 1,782 shares held for Bannockburn Group Pty Ltd ● 6,783 shares held under the NED Equity Plan
Class	Ordinary Shares
Number acquired	-
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable
No. of securities held after change	● 31,391 shares held for Mr Cairns' superannuation fund ● 3,390 shares held for Bannockburn Group Pty Ltd ● 5,175 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	● Release of 1,608 restricted shares from NED Equity Plan at the end of the nominated deferral period ● Transfer of 1,608 shares to Bannockburn Group Pty Ltd

+ 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	Not applicable
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
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	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	Nil

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

Rule 3.19A.2

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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	Scott Perkins
Date of last notice	2 September 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	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shares held both directly by Mr Perkins and indirectly on behalf of his superannuation fund
Date of change	26 August 2022
No. of securities held prior to change	10,359 shares held by Mr Perkins 7,114 shares held on behalf of Mr Perkins' superannuation fund
Class	Ordinary shares
Number acquired	28,500
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$1,023,435.00
No. of securities held after change	38,859 shares held by Mr Perkins 7,114 shares held on behalf of Mr Perkins' superannuation fund
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares purchased on market

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	N/A
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
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	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

See chapter 19 for defined terms.

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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	Philip Chronican
Date of last notice	1 November 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 HSBC (Australia) Custodian Pty Ltd on behalf of Mr Chronican's family trust
Date of change	26 August 2022
No. of securities held prior to change	7,000 shares held on behalf of Mr Chronican's family trust
Class	Ordinary shares
Number acquired	5,000
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$183,354.50
No. of securities held after change	12,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares purchased on market

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	N/A
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
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	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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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	Maxine Brenner
Date of last notice	2 September 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 MNR Superannuation Fund Pty Ltd on behalf of Ms Brenner's superannuation fund
Date of change	31 August 2022
No. of securities held prior to change	4,040 shares held for Ms Brenner's superannuation fund
Class	Ordinary shares
Number acquired	2,700
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$97,551.00
No. of securities held after change	6,740
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares purchased on market

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	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
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	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

Rule 3.19A.2

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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	17 November 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.	Held by HSBC Custody Nominees (Australia) Limited on behalf of Mr Banducci's family trust
Date of change	Performance share rights vested and transferred on 26 August 2022 Shares sold between 30 August 2022 and 1 September 2022
No. of securities held prior to change	365,729 shares held for Mr Banducci's family trust
Class	Ordinary shares
Number acquired	111,849
Number disposed	230,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil on acquisition or transfer $8,362,846.00 on sale
No. of securities held after change	247,578 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	Acquisition of 111,849 shares as follows: ● 103,413 shares on vesting of F20 Long Term Incentive Plan (LTI) Performance Incentive Share Rights ● 8,436 shares on vesting of F20 Dividend Equivalent Share Rights (DERs) Transfer balance of 111,849 shares to HSBC account On market sale of 230,000 shares

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	Performance Share Rights and Share Rights
Nature of interest	● F20 LTI Performance Share Rights: These vested at 66.7%, based on Woolworths Group's performance against the 3-year Performance Hurdles approved at the 2019 AGM ● Allocation and vesting of DERs: These are Share Rights equivalent to the value of dividends on the vested F20 LTI Performance Share Rights
Name of registered holder **(if issued securities)**	Woolworths Custodian Pty Ltd as trustee of Woolworths Group share plans
Date of change	26 August 2022 - 1 September 2022
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: ● F20 LTI Performance Share Rights - 155,042 ● F21 LTI Performance Share Rights - 140,485 ● F22 LTI Performance Share Rights - 117,531 Share Rights: ● F21 DSTI Share Rights - 43,918
Interest acquired	8,436 DERs
Interest disposed	F20 LTI Performance Share Rights: ● 103,413 vested and converted into shares ● 51,629 lapsed DERs: ● 8,436 vested and converted into shares
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Performance Share Rights: ● F21 LTI Performance Share Rights - 140,485 ● F22 LTI Performance Share Rights - 117,531 Share Rights: ● F21 DSTI Share Rights - 43,918

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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