

# 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 30/9/2001.

|                                    |
|------------------------------------|
| Name of entity: Woolworths 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 | 10 April 2017 |

### 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   |
|---|--|
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | 13,983 shares held by Bond Street Custodians Pty Limited on behalf of Mr Cairns' superannuation fund |
| Date of change  | 15 May 2017  |
| No. of securities held prior to change  | 13,983   |
| Class   | Ordinary shares  |
| Number acquired   | 6,740 shares   |
| Number disposed   | Nil  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$26.670 per share   |
| No. of securities held after change   | 20,723 shares  |

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+ See chapter 19 for defined terms.

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|   |                                   |
|---|-----------------------------------|
| <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 | <b>Shares purchased on market</b> |
|---|-----------------------------------|

### 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>  | Not applicable |
| <b>Nature of interest</b>  |                |
| <b>Name of registered holder (if issued securities)</b>  |                |
| <b>Date of change</b>  |                |
| <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>   |                |
| <b>Interest disposed</b>   |                |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |                |

### Part 3 – <sup>+</sup>Closed period

|   |    |
|---|----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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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<sup>+</sup> See chapter 19 for defined terms.