

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

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| 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.

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|---------------------|-----------------|
| Name of Director | Brad Banducci |
| Date of last notice | 3 November 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 |
|---|---|
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | All shares are held by HSBC Custody Nominees (Australia) Limited on behalf of Mr Banducci's superannuation fund |
| Date of change | No change |
| No. of securities held prior to change | No change |
| Class | Ordinary shares |
| Number acquired | - |
| Number disposed | - |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | - |
| No. of securities held after change | 53,638 shares |

+ See chapter 19 for defined terms.

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| 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 |
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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.

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| Detail of contract | Performance Share Rights |
| Nature of interest | Award of Transformation Long Term Incentive Plan Performance Share Rights for FY18. Vesting is subject to Woolworths exceeding the Performance Hurdles set out in the 2017 AGM Notice of Meeting over the period 1 July 2017 to 30 June 2020 |
| Name of registered holder (if issued securities) | Not applicable |
| Date of change | 27 November 2017, following approval at the AGM on 23 November 2017 |
| 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 | <ul style="list-style-type: none"> • Long Term Incentive (LTI) Performance Share Rights – 77,619 • Transformation Long Term Incentive (TIP) Performance Share Rights – 241,220 • Deferred Short Term Incentive (DSTI) Share Rights – 58,964 |
| Interest acquired | 195,278 TIP Performance Share Rights |
| Interest disposed | Not applicable |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | This grant represents Mr Banducci's FY18 LTI award, which has a maximum value of 200% of his Total Fixed Remuneration at 1 July 2017 |
| Interest after change | <ul style="list-style-type: none"> • LTI – 77,619 Performance Share Rights • TIP – 436,498 Performance Share Rights • DSTI – 58,964 Share Rights |

Part 3 – +Closed period

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| 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? | |
| If prior written clearance was provided, on what date was this provided? | |

+ See chapter 19 for defined terms.